

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

CHENEY CONSTRUCTION COMPANY

a corporation duly organized and existing under the laws of Washington has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 29th day of August

19 57, a properly authenticated copy of its articles of incorporation, and on the 29th day of August 1957, a designation of J. L. Eberle in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 29th day of August,

A.D. 1957.

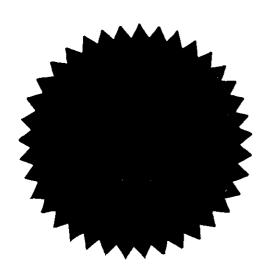
Secretary of State.

United States of America State of Machington



TO ALL TO WHOM THESE PRESENTS SHALL COME VIC MEYERS

Secretary of State of the State of Washington, and custodian of the Seal of said State, do hereby certify that the annexed is a true and correct copy of the Articles of Incorporation of CHENEY CONSTRUCTION COMPANY, as received and filed in this office on March 26, 1957; I further certify that no amendments have been filed as of the date of this certificate; and I further certify that the above named corporation is in good standing with all annual license fees paid to July 1, 1958,



In Testimony Whereof, I have hereunto set mry hand and affixed hereto the Seal of the State of Washingson. Done at the Capitol, at Chympia, day of June A.D. 19 57

ARTICLES OF INCORPORATION

OF

CHENEY CONSTRUCTION COMPANY

The persons executing and subscribing these Articles of Incorporation, being each of us over the age of twenty-one years, and at least two-thirds of us being citizens of the United States or of its territories or possessions, do hereby associate ourselves together for the purpose of forming a corporation under the Uniform Business Corporation Act of the State of Washington, and hereby certify and declare as follows:

ARTICLE I.

The name of this corporation is and shall be:

CHENEY CONSTRUCTION COMPANY

ARTICLE II.

The nature of the business of this corporation, and the objects or purposes to be transacted, promoted or carried on by it are as follows:

- (1) To engage in the building and general construction business and industry in all of its phases and in any and all other types and character of business not prohibited to a corporation formed under the Uniform Business Corporation Act of the State of Washington.
- (2) To acquire by lease, purchase, contract, concession or otherwise, and to own, develop, explore,

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AND FILED

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exploit, improve, operate, lease, enjoy, control, manage or otherwise turn to account, mortgage, grant, sell, exchange, convey or otherwise dispose of, either within or without the State of Washington, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests and properties of every description and nature whatsoever.

- (3) To purchase or otherwise acquire, hold, own, improve, utilize, lease, mortgage, pledge, sell, convey and otherwise acquire, use, dispose of, encumber or deal in personal property of every kind and description.
- tract or otherwise, and to hold for investment or otherwise, sell, exchange, mortgage, pledge or otherwise dispose of, or turn to account or realize upon, and generally to deal in and with all forms of securities, including, but not by way of limitation, shares, stocks, bonds, debentures, notes, scrip, mortgages, evidences of indebtedness, certificates of indebtedness and certificates of interest issued or created in any and all parts of the world by corporations, associations, partnerships, firms, trustees, syndicates, individuals, governments, states, municipalities or other political or governmental divisions or subdivisions, or by any combinations, organizations or entities whatsoever, or issued or created by others, irrespective of their form or the

name by which they may be described, and all trust, participation and other certificates of, and receipts evidencing, interest in any such securities, and to issue in exchange therefor or in payment thereof, in any manner permitted by law, its own stock, bonds, debentures, or its other obligations or securities, subject to the provisions of this certificate, or to make payment therefor by any other lawful means of payment whatsoever; to exercise any and all rights, powers and privileges of individual ownership or interest in respect of any and all such securities or evidences of interest therein, including the right to vote thereon and to consent and otherwise act with respect thereto; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any and all such securities or evidences of interest therein, and to aid by loan, subsidy, guaranty or otherwise those issuing, creating, or responsible for any such securities or evidences of interest therein; to acquire or become interested in any such securities or evidences of interest therein, as aforesaid, by original subscription, underwriting, loan, participation in syndicates, or otherwise, and irrespective of whether or not such securities or evidences of interest therein be fully paid or subject to further payments; to make payments thereon as called for or in advance of calls or otherwise, and to underwrite or subscribe for the same conditionally or otherwise, and either with a view to

investment or for resale or for any other lawful purpose.

- (5) To endorse or guarantee the payment of principal and/or interest or dividends upon, and to guarantee the performance of sinking fund or other obligations, of any stocks, bonds, obligations or other securities or evidences of indebtedness, and to guarantee in any way and in so far as may be permitted by law the performance of any of the contracts or other undertakings in which the corporation may otherwise be or become interested, of any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality or other political or governmental division or subdivision, domestic or foreign.
- arrangements which may be deemed to be for the benefit of the corporation, with any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality or other political or governmental division or subdivision, domestic or foreign, or of any combination, organization or entity, domestic or foreign; to obtain therefrom or otherwise acquire by purchase, lease, assignment or otherwise, any powers, rights, privileges, immunities, franchises, guaranties, grants and concessions; to hold, own, exercise, exploit, dispose of and realize upon the same and to undertake and prosecute any business dependent thereon; and to cause to be formed, to promote, to aid in any way the formation of, and to manage any corpora-

tion, association or organization of any kind, domestic or foreign, for any such purposes.

- (7) To apply for, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge or otherwise dispose of:
- (a) Any and all inventions, devices, processes and any improvements and modifications thereof.
- (b) Any and all letters patent of the United States or of any other country, state, territory or locality, as aforesaid, and all rights connected therewith or appertaining thereunto.
- (c) Any and all copyrights granted by the United States or any other country, state, territory or locality, as aforesaid.
- (d) Any and all trade-marks, trade names, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States or of any other country, state, territory or locality.
- (8) To acquire all or any part of the good-will, rights, property and business of any person, firms, association or corporation, heretofore or hereafter engaged in any business similar to the business of this corporation or otherwise, and to pay for the same in cash or in stock or obligations of the corporation

or otherwise, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation, and to conduct in any lawful manner in the State of Washington and/or in any other state, territory, locality or country the whole or any part of the business thus acquired, provided such business is not prohibited by the laws of the State of Washington.

- arrangement for the sharing of profits through union of interest, cooperation, joint adventure, or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this corporation is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this corporation, and to lend money to and guarantee the contracts and/or obligations of any such person or company.
- organized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, liquidation or reorganization of any corporation, association, or organization of any kind, domestic or foreign, and to form, organize, promote, manage, control, maintain and dissolve, merge, or consolidate one

or more corporations in the shares or securities of which this corporation may be or become interested, for such purpose or purposes as may aid or advance the objects and purposes of this corporation.

- (11) To borrow or raise money to any amount permitted by the General Corporation Laws of the State of Washington by the sale or issue of bonds, notes, debentures, collateral trust certificates or other obligations of any nature or in any manner, and to secure the same by mortgage or other liens upon any and all of the property, real, personal or in action, of every description whatsoever, or any portion thereof, of the corporation.
- (12) To purchase, hold, cancel, reissue, sell or transfer shares of its own capital stock, provided that it shall not purchase shares of its own capital stock when such purchase would cause any impairment of its capital; and, further, that shares of its own capital stock belonging to it directly or indirectly shall not be voted upon.
- (13) To have and maintain one or more offices outside the State of Washington at which meetings of stockholders and directors may be held, and all or any part of the corporation's business may be conducted.
- (14) To do, in the State of Washington, or in any other country, state, territory or locality, either as principal or agent and either alone or in connection with other corporations, firms or individuals,

all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or attainment of any one or more of the objects herein enumerated or incidental to the powers herein specified, or which shall at any time appear conducive to or expedient for the accomplishment of any of the purposes or attainment of any of the objects hereinbefore enumerated not inconsistent with the laws of the State of Washington and to execute from time to time such general or special powers of attorney, and to such persons as the Board of Directors may approve, granting to such persons all powers, either in the United States or in any other country, state, territory or locality which the Board of Directors may deem proper, and to revoke such powers of attorney as and when the Board of Directors may desire.

It is the intention that the objects and purposes set forth in the foregoing clauses shall not, unless otherwise specified herein, be in any wise limited or restricted by reference to or inference from the terms of any other clause of these Articles of Incorporation, but that the objects and purposes specified in each of said clauses shall be regarded as independent objects and purposes.

It is also the intention that the foregoing clauses shall be construed as powers, as well as objects and purposes, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any

manner the general powers of the corporation, and generally the corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the "Uniform Business Corporation Act of Washington".

ARTICLE III.

This corporation is to have perpetual existence.

ARTICLE IV.

The respective location and post office address of the registered office of the corporation in this state is as follows:

City

Street Address

Seattle 4, Washington

208 Central Building.

ARTICLE V.

The capital stock of this corporation shall consist of Ten Thousand (10,000) Shares of Common Capital Stock of the par value of Fifty Dollars (\$50.00) per share.

ARTICLE VI.

The amount of paid-in capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00) in cash or other property taken at a fair valuation.

ARTICLE VII.

The number of Directors of this corporation shall not be less than three (3) and this number may be increased from time to time by amending the By-Laws as

therein provided. In case of any increase in the number of Directors of the corporation, the additional directorships created may be filled in the first instance in the same manner as a vacancy in the Board of Directors. A Director need not be a stockholder.

The number of Directors which shall constitute the original Board of Directors of this corporation shall be three (3) and their names, post office addresses and terms of office are as follows:

Name	Street No.	City	State	Term of Office
D. L. Cheney	208 Central Building	Seattle	Wash.	Until July 15, 1958
Ralph Green	321 Locust	Des Moines	Iowa	Until July 15, 1958
Albert C. Montin, Jr.	P. O. Box 606	Longview	Wash.	Until July 15, 1958

ARTICLE VIII.

The names of the incorporators of this corporation, together with their post office addresses, and a statement of the number and class of shares of the Capital Stock of the corporation subscribed for by each, are as follows:

Name	Post Office Address	No. Shares Subscribed	Class of Stock
D. L. Cheney	208 Central Building Seattle 4, Wash.	1200	Common
Gerald DeGarmo	1308 Northern Life Tower Seattle 1, Washington	1	Common
D 0 - 1 - 1		•	Common
E. O. Rehfeld	208 Central Building Seattle 4, Washington	1	Common

ARTICLE IX.

Any Director or any Officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time in such manner as shall be provided in the By-Laws of the corporation.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Director of this corporation who is also a Director or Officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or Officer of such other corporation

or not so interested.

Any contract, transaction or act of the corporation, or of the Directors or of any committee, which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting, or at any special meeting called for such purpose, shall in so far as permitted by law or by the Articles of Incorporation of the corporation, be as valid and as binding as though ratified by every stockholder of the corporation.

ARTICLE X.

This corporation reserves the right to amend, change or repeal any provision of these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are subject to this reserved power.

STATE OF WASHINGTON SECOUNTY OF KING

On this _______day of March, 1957, before me the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared D. L. CHENEY, GERALD DeGARMO and E. O. REHFELD, to me known to be the individuals described in and who executed the foregoing instrument, and acknowledged to me that they signed and sealed the said instrument as their free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal hereto affixed, the day and year in this certificate above written.

Notary Public in and for the State of Washington, residing at Seattle.