

CERTIFICATE OF AUTHORITY  
OF

*SYNFLEX NORTHWEST, INC.*

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of *SYNFLEX NORTHWEST, INC.*

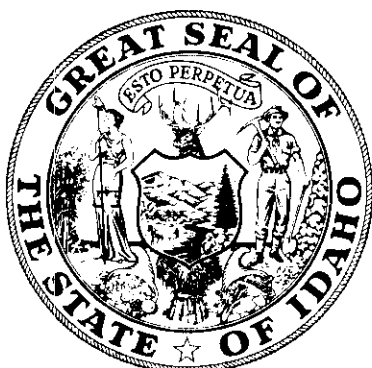
\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to *SYNFLEX NORTHWEST, INC.*

to transact business in this State under the name *SYNFLEX NORTHWEST, INC.*

\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated *October 19, 1982*



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State, Idaho.

Pursuant to § 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Synflex Northwest, Inc.
2. \*The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of the State of Washington.
4. The date of its incorporation is August 14, 1978 and the period of its duration is Perpetual.
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1840-130th St. N.E., #13, Bellevue, Wash. 98005.
6. The street address of its proposed registered office in Idaho is 1448 W. Bannock St., Boise, Id. 83702, and the name of its proposed registered agent in Idaho at that address is Jon N. Wyman.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To manufacture, assemble, purchase, acquire, sell, consign, distribute and otherwise deal in irrigation equipment and material, and plastic roofs of every kind and description.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Bob H. Newton</u>	<u>President</u>	<u>1840-130th St. N.E. #13, Bellevue, Wash. 98005</u>
<u>Gerald J. Salberg</u>	<u>Secy-Treas.</u>	<u>2005 - 28th St., N. Vancouver B. C. Canada</u>
_____	_____	_____
_____	_____	_____

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>5000</u>	_____	<u>\$10.00 per share</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>5000</u>		<u>\$10.00 per share</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated APRIL 22, 19 82

By 

Its \_\_\_\_\_ President

and \_\_\_\_\_

Its \_\_\_\_\_ Secretary

STATE OF WASHINGTON )  
 )ss:  
COUNTY OF KING )

I, JAMES E BAILEY, a notary public, do hereby certify that on this 22ND day of APRIL, 19 82, personally appeared before me ROD W. NEWTON, who being by me first duly sworn, declared that he is the PRESIDENT of SYNFLEX NORTHWEST, INC.

that he signed the foregoing document as PRESIDENT of the corporation and that the statements therein contained are true.

  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

# MEMO



**STATE OF WASHINGTON**  
OFFICE OF SECRETARY OF STATE  
**RALPH MUNRO,**  
CORPORATIONS & TRADEMARKS DIVISION  
OLYMPIA WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT, AS PREPARED  
BY THE OFFICE OF THE SECRETARY OF STATE, APPEARS ON  
THE BACK OF THE LAST PAGE.

SF-79



# STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

## ARTICLES OF INCORPORATION

of SYNFLEX NORTHWEST INC.  
a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of  
Bogle & Gates, Attorneys At Law  
The Bank of California Center  
Seattle, WA 98164  
Attn: Richard S. Sprague

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1441

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In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol, August 14, 1978

**BRUCE K. CHAPMAN**  
SECRETARY OF STATE

FILED

AUG 14 1978 *Jas*SECRETARY OF STATE  
STATE OF WASHINGTON

## ARTICLES OF INCORPORATION

OF

SYNFLEX NORTHWEST INC.

ARTICLE I

The name of this corporation is "SYNFLEX NORTHWEST  
INC."

ARTICLE II

This corporation has perpetual existence.

ARTICLE III

The purpose or purposes for which this corporation  
is organized are:

(1) To manufacture, assemble, purchase, acquire,  
sell, consign, distribute and otherwise deal in irrigation  
equipment and material, and plastic goods of every kind and  
description.

(2) To engage in any other lawful business or activity  
whatsoever which may hereafter from time to time be authorized  
by the Board of Directors.

ARTICLE IV

The address of the registered office of the corpora-  
tion is 23rd Floor, The Bank of California Center, Seattle,  
Washington 98164, and the name of the registered agent at  
such address is Richard S. Sprague.

#### ARTICLE V

The total authorized number of par value shares of the corporation is five thousand (5,000) shares of the par value of Ten Dollars (\$10.00) per share, amounting in the aggregate to Fifty Thousand Dollars (\$50,000).

#### ARTICLE VI

The amount of paid-in capital with which the corporation will begin business shall be at least Five Hundred Dollars (\$500.00) and the corporation will not commence business until consideration of that value has been received for issuance of its shares.

#### ARTICLE VII

Shareholders of this corporation have no preemptive rights to acquire additional shares issued by the corporation.

#### ARTICLE VIII

The first directors of the corporation are two (2) in number and their names and addresses are:

<u>Name</u>	<u>Address</u>
Gerald W. Salberg	2055 - 28th Street West Vancouver, B. C., Canada
William K. Hanlin	865 Frederick Road North Vancouver, B.C., Canada

The first directors shall serve until the first annual meeting of shareholders and until their successors are elected and qualified.

#### ARTICLE IX

The name and address of the incorporator is: Richard S. Sprague, 23rd Floor, The Bank of California Center, Seattle, Washington 98164.

#### ARTICLE X

In all elections for directors, every shareholder shall have the right to vote in person or by proxy the number of shares of stock held by him for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

#### ARTICLE XI

The Board of Directors is authorized to make, alter, amend or repeal the Bylaws of this corporation, subject to the power of the shareholders having voting power to alter, amend or repeal such Bylaws.

#### ARTICLE XII

(1) No contracts or other transactions between the corporation and any other corporation, and no act of the 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; and

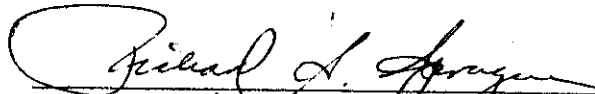
(2) Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or

transactions 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 a majority thereof.

ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power.

DATED: August 7, 1978.

  
Richards S. Sprague