

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

**SNELSON PLUMBING & HEATING, INC.**

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 **Eighth** day of **October** 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Eighth** day of **October** 19 **62**, a designation of **J.L.Eberle or T.H.Eberle or W.D.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 **8th** day of **October**, A.D. 19 **62**.

Secretary of State.

United States of America

State of Washington:

DEPARTMENT



OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I, Victor A. Meyers, Secretary of State of the State of Washington, and custodian of the Seal of said State, do hereby certify that the attached is a true and correct copy of the Articles of Incorporation of SNELSON PLUMBING & HEATING, INC. and all amendments thereto which have been duly filed and recorded in my office in accordance with law; I further certify that SNELSON PLUMBING & HEATING, INC. has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1963; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Washington. Done at the Capitol, at Olympia, this 1st day of October A.D. 1962

Victor A. Meyers

*Secretary of State*

By Drs. Jean E. Dunk  
*Assistant Secretary of State*

APPROVED  
AND FILED

ARTICLES OF INCORPORATION

OF

MAY 26 1948

EARL COE  
SECRETARY OF STATE  
Serge Norman  
BY *Serge Norman*  
Assistant Secretary of State

SNELSON PLUMBING & HEATING, INC.

KNOW ALL MEN BY THESE PRESENTS That the undersigned incorporators, all of whom are citizens of the United States, for the purpose of forming a corporation under the laws of the State of Washington, do hereby adopt the following articles of incorporation:

ARTICLE I. The name of the corporation is "SNELSON PLUMBING & HEATING, INC."

ARTICLE II. The purposes for which the corporation is formed are, as follows: To buy, own, sell, and lease real estate and personal property; to buy, sell, and deal in plumbing and heating equipment of every kind and nature; to install and repair heating plants and apparatus in buildings and other structures of any kind; and to do a general plumbing and heating business.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objects and the furtherance of any of the powers hereinbefore set forth, either alone, as agents, or in association with other corporations, firms, or individuals, and to do every act or acts, thing or things incidental, or pertinent to, or growing out of, or connected with the aforesaid business or powers, or any part or parts thereof; provided the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE III. The duration of the corporation's existence is unlimited in time.

ARTICLE IV. The location and post office address of the corporation's registered office is "SNELSON PLUMBING & HEATING,

INC., Sedro-Woolley, Washington."

ARTICLE V. The total authorized number of par value shares of the corporation's capital is 500 shares of the par value of \$100.00. There shall be no stock having no par value. There shall be but one class of stock; namely, par value common stock.

ARTICLE VI. The amount of paid-in capital with which the corporation shall begin business is the sum of Fifty Thousand Dollars (\$50,000.00.)

ARTICLE VII. The first directors of the corporation and their post office addresses are as follows: Frank D. Snelson, 506 West State Street, Sedro-Woolley, Washington; Frank D. Snelson, Jr., 506 West State Street, Sedro-Woolley, Washington; Jack S. Snelson, 506 West State Street, Sedro-Woolley, Washington; William M. Snelson, 506 West State Street, Sedro-Woolley, Washington. The said directors shall hold office until January 1, 1949, and until their successors are duly elected and qualified. All of the directors of said corporation are and at all times shall be citizens of the United States. The number of directors shall be provided for by the By-Laws of the corporation.

ARTICLE VIII. The name and post office address of each of the incorporators and the number and class of shares subscribed by each, are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares Common Stock</u>
Frank D. Snelson	506 West State Street, Sedro-Woolley, Washington	350
Frank D. Snelson, Jr.	506 West State Street, Sedro-Woolley, Washington	50
Jack S. Snelson	506 West State Street, Sedro-Woolley, Washington	50
William M. Snelson	506 West State Street, Sedro-Woolley, Washington	50

IN WITNESS WHEREOF, the said incorporators have hereunto  
set their hands in triplicate this 24 day of May, 1948.

Frank D Snelson

Frank D Snelson Jr

Jack Snelson

William M Snelson

STATE OF WASHINGTON )  
COUNTY OF SKAGIT )  
; ;  
; ;  
; ;

On this day personally appeared before me FRANK D. SNELSON,  
FRANK D. SNELSON, JR., JACK S. SNELSON, and WILLIAM M. SNELSON, to  
me known to be the individuals described in and who executed the  
within and foregoing instrument, and acknowledged that they signed  
the same as their free and voluntary act and deed, for the uses  
and purposes therein mentioned.

GIVEN under my hand and official seal this 24 day of  
May, 1948.

London V. Snelson  
Notary Public in and for the State of  
Washington, residing at Sedro-Woolley

**Nº 109882**

**Articles of Incorporation**

of the

**Sedro-Woolley, Inc.**

Place of business **Sedro-Woolley**

Time of existence **Perpetual** years

Capital stock, \$ **50,000.00**

State of WASHINGTON, ss.

Filed for record in the office of the Sec-  
tary of State **Mar 26, 1948**

at **10:15** o'clock **A. M.**

Recorded in Book **421** Page **310-13**

**Domestic Corporations**

*Earl Coe*  
**EARL COE, Secretary of State.**

Filed at request of

**Hard & Barclay**  
**Bingham Building**

**Sedro-Woolley, Wash.**

Filing and recording fee, \$ **25.00**

License to June 30, 1948, \$ **15.00**

Certificate mailed **JUN 9 1948**

to above address.

Indexed **Photographed**

**APPROVED**  
**AND FILED**

FEB - 3 1954

**EARL COE**  
SECRETARY OF STATE  
BY *William N. G.* ✓  
DEPUTY Secretary of State

CONSENT OF SHAREHOLDERS OF CORPORATION  
TO  
AMENDMENT OF ARTICLES OF INCORPORATION

The undersigned, who constitute all of the present shareholders of SNELSON PLUMBING & HEATING, INC., do hereby give their consent in writing to the amendment of the original articles of incorporation of the said Snelson Plumbing & Heating, Inc., adopted on the 24th day of May, 1948, and approved and filed in the office of the Secretary of State on the 26th day of May, 1948, namely: To the amendment of Article V of said original articles of incorporation, so as to increase the capitalization of the said corporation by providing for the issuance of 400 shares of preferred stock, each share having a par value of \$100.00, as more particularly hereinafter set out in the attached amendment to articles of incorporation of Snelson Plumbing & Heating, Inc.

WITNESS our hands this 27<sup>th</sup> day of January,  
1954

*Frank Snelson*  
*Jab Snelson*

AMENDMENT OF ARTICLES OF INCORPORATION  
OF  
SNELSON PLUMBING & HEATING, INC.

KNOW ALL MEN BY THESE PRESENTS That pursuant to the written consent of all of the shareholders of Snelson Plumbing & Heating, Inc., Article V of the original articles of incorporation of Snelson Plumbing & Heating, Inc., adopted on the 24th day of May, 1948, be and hereby is amended to provide, as follows:

ARTICLE V.

1. The total number of shares of corporate stock, including those previously authorized, which the corporation will henceforth be authorized to have shall be 900 shares.

2. Such corporate stock shall consist of 500 shares of common stock, each share thereof having a par value of \$100.00, and 400 shares of preferred stock, each share thereof having a par value of \$100.00, making the total authorized capitalization of said corporation consist of \$50,000.00 in common stock and \$40,000.00 in preferred stock. There shall be no shares of stock that have no par value.

3. The relative rights, preferences, and restrictions granted to and imposed upon the shares of such common and preferred stock, respectively, are as follows:

(a) The preferred stock shall be entitled out of any and all surplus which under existing law may be used for such purpose, whenever declared by the board of directors of the corporation, to dividends at the rate of, but not exceeding, 6% per annum for each and every year from and after the allotment of such stock, in preference and priority to any payment of any dividend on the common stock for such year. The date of payment shall be determined by the board of directors on either an annual or

semi-annual dividend basis; any preferred stock allotted between dividend dates shall be entitled to dividend only in the proportion that the period from date of allotment to dividend date bears to the whole period. In the event of the dissolution of the corporation or of a distribution of the assets or any portion thereof by way of return of capital, the holders of the preferred stock shall be entitled to receive and be paid out of the surplus funds of the corporation or out of the assets so distributed, sums up to the par value of their preferred shares, plus accrued dividends thereon, before anything shall be paid therefrom to the holders of the common stock. The holders of preferred stock shall not be entitled to any further share in the profits of the corporation or any further payment in the event of dissolution or distribution of assets by way of capital return, than as above provided. If any dividend declared by the board of directors be not fully paid in any year, such dividend or the deficiency shall be made up and paid from available surplus in the subsequent year or years, without interest, and no dividend shall be paid on the common stock until such past dividend or deficiency on the preferred stock dividend shall have been fully paid.

(b) The holders of the common stock shall have the entire voting right of the corporate stockholders, and the holders of the preferred stock shall never have any voting powers whatsoever. Neither shall the preferred stockholders be entitled to any notice of any meeting of the stockholders of the corporation.

(c) All preferred stock allotted and outstanding at any time may be called in, redeemed, and retired by the board of directors in the manner provided by law, by paying to the holders thereof the par value of \$100.00 per share, plus any accrued dividends thereon at time of call.

(d) The preferred stock herein authorized may be allotted and issued at any time or times as the board of directors may direct, for either cash or other property having a value equal to the par value of the stock allotted. Such stock shall be originally allotted and issued only to residents of the State of Washington.

CERTIFICATE OF ADOPTION  
OF  
ARTICLES OF INCORPORATION

STATE OF WASHINGTON )  
COUNTY OF SKAGIT ) : SS

FRANK D. SNELSON and JACK S. SNELSON, being first duly sworn, on oath, each for himself certifies and deposes, as follows:

That the said Frank D. Snelson and the said Jack S. Snelson are respectively, the president and secretary of Snelson Plumbing & Heating, Inc., a corporation incorporated under and pursuant to the laws of the State of Washington; that all of the facts herein stated are within affiants' personal knowledge, and affiants are duly authorized to make and execute this certificate in behalf of the said corporation;

That on the date of the execution of this certificate, all of the allotted stock of Snelson Plumbing & Heating, Inc., is owned by Frank D. Snelson and Jack S. Snelson, and they constitute all of the shareholders of the corporation entitled to vote the outstanding stock of said corporation at any meeting thereof. That the said stockholders have on the date hereof given their consent in writing to the foregoing amendment of the original articles of incorporation of Snelson Plumbing & Heating, Inc., which were adopted on the 24th day of May, 1948,

and filed in the office of the Secretary of State of the State of Washington on the 26th day of May, 1948, and that the amendment to the said articles of incorporation to which this certificate is attached is a true and correct copy of the amendment to the original articles of incorporation as so adopted and consented to in writing by the said shareholders.

Frank D. Snelson  
President of Snelson Plumbing & Heating, Inc.

Jack Wilson  
Secretary of Snelson Plumbing & Heating, Inc.

Subscribed and sworn to before me this 27 day of  
January 1954  
December 1953.

J. W. Hard  
Notary Public in and for the State of Washington, residing at Sedro-Woolley