

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

J. T. THORPE NORTHWEST, 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 **30th** day of **December**, **1955**, a properly authenticated copy of its articles of incorporation, and on the **30th** day of **December** **19 55**, 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 **30th** day
of **December**, A.D. 19 **55**

Secretary of State.



To ALL TO WHOM THESE PRESENTS SHALL COME

I, **EARL COE** *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 J. T. THORPE NORTHWEST, INC., which have been duly filed and recorded in my office in accordance with law; and I further certify that J. T. THORPE NORTHWEST, 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, 1956; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation 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 8th ~~day of~~ December A.D. 1955

Earl Coe

Secretary of State

By *Ray J. Yeoman*
Assistant Secretary of State

APPROVED
AND FILED

DEC 8 1955

EARL COE
SECRETARY OF STATE

BY

Earl Coe
Secretary of State

ARTICLES OF INCORPORATION

OF

J. T. THORPE NORTHWEST, INC.

WE, WILLARD SMITH, RICHARD I. SAMPSON and RICHARD H. CLARK, whose names are hereunto subscribed, being residents of the State of Washington, and citizens of the United States, do hereby associate ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Washington for the formation of private corporations, signing these said articles in triplicate.

ARTICLE I

The name of this corporation shall be: J. T. THORPE NORTHWEST, INC.

ARTICLE II

The objects and purposes for which this corporation is formed are as follows:

To engage in the business of contracting for the erection, construction or repair of any building, structure or improvement, public or private, and erecting, constructing or repairing the same or any part thereof, and to acquire, own and prepare for use any materials of such purposes, and acting as manufacturers' agent for the sale and merchandising of machinery and all types of mechanical equipment, building material and products of a similar character.

To import, export, produce, prepare, store, distribute, manufacture, assemble, fabricate, lease, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise, articles of trade and commerce, and real and personal property of every class and description.

To acquire and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm or association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent right, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To loan money or credit to any person, firm or association or corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of the indebtedness created by any other corporation or corporations organized under the laws of this State or any other state, country, nation or government, and while the owner thereof, to exercise all the rights, powers and privileges of ownership.

To enter into, make, perform and carry out agreements and contracts of every kind and description for any purpose of the corporation, or of municipality, county, state, body politic or government or colony or dependancy thereof.

To borrow or raise moneys for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment of any thereof and of the interest thereon by mortgage upon, or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, hold, sell, and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, district, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, whether within or without the State of Washington, and to have and exercise all the powers conferred by the laws of the State of Washington upon corporations formed under the laws of the State of Washington, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

ARTICLE III

The time of existence of this corporation shall be perpetual.

ARTICLE IV

The registered office of this corporation shall be 610 Colman Building, in the City of Seattle, King County, Washington.

ARTICLE V

The capital of this corporation shall be Fifty thousand Dollars (\$50,000.), consisting of five thousand (5,000) shares of voting common stock having a par value of Ten Dollars (\$10.) per share.

ARTICLE VI.

The amount of paid-in capital with which this corporation shall begin to do business shall be Five Hundred Dollars (\$500.), payable in cash or other property taken at a fair valuation.

ARTICLE VII

The directors who shall manage the affairs of this corporation shall be three (3) in number or any number fixed by the by-laws of the corporation.

The directors herein named shall manage the affairs of this company for a period of one year, and thereafter until their successors are elected and qualified.

The names and post office addresses of the first directors are as follows:

W. G. Lynch	1351 Ocean Avenue, Emeryville, California
Willard Smith	3155 Elliott Avenue, Seattle, Wn.
Wheeler Grey	610 Colman Building, Seattle, Wn.

ARTICLE VIII

The following statement of incorporators contains the names and post office addresses of all of the incorporators and a statement of the number of shares subscribed by each:

Willard Smith (Two Thousand (2000) shares)	3155 Elliott Avenue, Seattle, Wn.
Richard I. Sampson One (1) Share)	610 Colman Building, Seattle 4, Wn.
Richard A. Clark One (1) Share)	610 Colman Building, Seattle 4, Wn.

ARTICLE IX

Without the consent of any holder of any share of the capital stock of this corporation, the shares of stock of this corporation may be issued by it from time to time in such manner, or amount of shares of said stock, and for such consideration in labor, services, money or property, as from time to time may be fixed and determined by the Board of Directors of this corporation, and the right, power and authority of said Board of Directors from time to time so to authorize and order the issuance by this corporation of the said shares of said stock, in such manner or amount of shares, and for such consideration in labor, services, money or property, as from time to time said Board of Directors may fix and determine, is hereby absolutely reserved to said Board of Directors.

Payment or delivery to, or receipt by this corporation of such consideration as may be so fixed and determined by its Board of Directors for the issuance of any share or shares of its said stock, as hereinbefore in this Article provided, shall operate and be construed, deemed and held: (a) to discharge, release and satisfy fully and absolutely, all liability to this corporation and/or to its creditors now or at any time hereafter existing, of any subscriber for, and/or holder of any such share or shares so authorized to be issued in any way on account of, founded upon, or arising out of any subscription for, and/or purchase of, and/or issuance of such share or shares, and (b) to constitute such share or shares fully paid stock of this corporation.

941-16TH STREET
SAN FRANCISCO 7, CALIFORNIA

MAIN OFFICE
1951 OCEAN AVENUE
EMERYVILLE 8, CALIFORNIA

948 EAST SECOND STREET
LOS ANGELES 12, CALIFORNIA

5440 POLK AVENUE
HOUSTON 3, TEXAS

ESTABLISHED 1906

J. T. THORPE & SON

INCORPORATED

**FIRE BRICK CONSTRUCTORS
INDUSTRIAL INSULATION**

3155 ELLIOTT AVENUE
SEATTLE 1, WASHINGTON

3704 N. LAGOON AVENUE
PORTLAND 18, OREGON

Seattle 1, Washington
December 20, 1955

Secretary of State
State of Idaho
Boise, Idaho

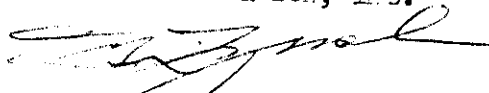
Subject: J. T. Thorpe Northwest, Inc.

Dear Sir:

Please be advised that our company has no objection to the use of J. T. Thorpe Northwest, Inc. in the State of Idaho. J. T. Thorpe Northwest was formed under the laws of the state of Washington and in connection therewith we consented to the use by it of such name. Enclosed is a copy of such letter to the Secretary of State authorizing such use. Actually our company will have a substantial interest in the new company and in due course will withdraw from doing business in the States of Washington, Oregon, and Idaho.

Yours very truly,

J. T. THORPE & SON, INC.



D. G. Lynch
President

DGL/aw

Encl: