

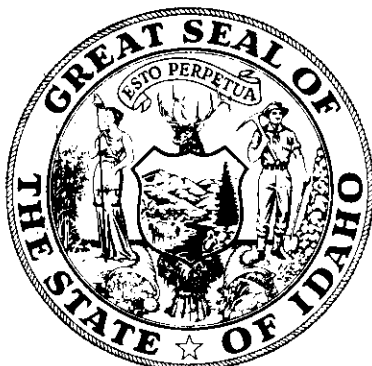
CERTIFICATE OF AUTHORITY  
OF

CAREAGE WESTERN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CAREAGE WESTERN CORPORATION 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 CAREAGE WESTERN CORPORATION to transact business in this State under the name CAREAGE WESTERN CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated June 8, 1981.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 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 CAREAGE WESTERN CORPORATION
2. \*The name which it shall use in Idaho is CAREAGE WESTERN CORPORATION
3. It is incorporated under the laws of Washington
4. The date of its incorporation is January 23, 1981 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 11511 Main Street, 5th Floor, Bellevue, Washington 98004  
P. O. Box 580, Bellevue, Washington 98009
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
General Contractor - commercial construction

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>David A. Best</u>	<u>President</u>	<u>2514 - 88th N.E., Bellevue, WA 98004</u>
<u>Dean M. Barney</u>	<u>Secretary</u>	<u>7203 Ledroit Court S.W., Seattle, WA 98136</u>

SEE ATTACHED

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>50,000</u>		<u>\$1.00</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
650		\$1.00

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 26 May, 19 81.

CAREAGE WESTERN CORPORATION

By

David A. Best Its President

and

Dean M. Barney Its Secretary

STATE OF Washington )  
 ) ss:  
COUNTY OF King )

I, RUTH E. CORNWALL, a notary public, do hereby certify that on this 26 day of May, 19 81, personally appeared before me David A. Best, who being by me first duly sworn, declared that he is the President of CAREAGE WESTERN CORPORATION.

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

Ruth E. Cornwall

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.

CAREAGE WESTERN CORPORATION

DIRECTORS:

Gene E. Lynn	1827 - 73rd N.E. Bellevue, Washington 98004
David A. Best	2514 - 88th N.E. Bellevue, Washington 98004
William P. Woods	1501 - 86th N.E. Bellevue, Washington 98004

OFFICERS:

Gene E. Lynn Chairman of the Board	1827 - 73rd N.E. Bellevue, Washington 98004
David A. Best President	2514 - 88th N.E. Bellevue, Washington 98004
Carroll F. Asbell Senior Vice President - Operations	P. O. Box 580 Bellevue, Washington 98009
J. P. Lally Vice President - Engineering	18340 N.E. 19th Place Bellevue, Washington 98008
Jose G. Gonzalez Vice President - Construction	4315 Lake Washington Blvd. N.E., #3205 Kirkland, Washington 98033
Thomas R. Darden Vice President - Planning & Development	1815 - 11th Avenue East Seattle, Washington 98102
Charles R. Roberson Vice President - Marketing	23513 - 53rd S.E. Bothell, Washington 98011
Dean M. Barney Vice President - Finance & Accounting	7203 Ledroit Court S.W. Seattle, Washington 98136
James E. Johnson Vice President	13611 Walnut Street Omaha, Nebraska 68144
Dean M. Barney Secretary-Treasurer	7203 Ledroit Court S.W. Seattle, Washington 98136
Ruth E. Cornwall Assistant Secretary	1000 - 100th N.E. Bellevue, Washington 98004

JUN 8 8 45 AM '81  
RECORDING STATE

CONSENT TO USE OF NAME

The Careage Corporation, a corporation  
organized under the laws of the State of Washington, hereby consents to  
the organization-qualification of CAREAGE WESTERN CORPORATION  
in the State of California "

IN WITNESS WHEREOF, the said The Careage Corporation  
\_\_\_\_\_ has caused this consent to be executed by its \_\_\_\_\_ president  
and attested under its corporate seal by its Asst. secretary, this 26 day of  
May 19 81.

The Careage Corporation  
By [Signature] President

Attest:

[Signature]  
Asst. Secretary

(SEAL)

2-306473-6  
FILE NUMBER



DOMESTIC

# STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

of CAREAGE DESIGN BUILDING CORPORATION  
a domestic corporation of Bellevue, Washington,  
(Changing name to CAREAGE WESTERN CORPORATION)

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 \_\_\_\_\_  
Inslee, Best, et al. \_\_\_\_\_  
Attn: M. Gail Ryder \_\_\_\_\_  
P.O. Box C-90016 \_\_\_\_\_  
Bellevue, WA 98009 \_\_\_\_\_

Filing and recording fee \$ \_\_\_\_\_  
License to June 30, 19 \_\_\_\_\_ \$ \_\_\_\_\_  
Excess pages @ 25c \$ \_\_\_\_\_

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

April 29, 1981

Microfilmed, Roll No. 1574

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ARTICLES OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF  
CAREAGE DESIGN BUILD CORPORATION

APR  
SECRETARY  
STATE OF WAS.

These Articles of Amendment of the Articles of Incorporation are hereby executed and made by this corporation pursuant to the provisions of the Revised Code of Washington 23A.16.040 and 23A.16.050 as follows:

1. The name of this corporation is CAREAGE DESIGN BUILD CORPORATION.
2. The amendment to the Articles of Incorporation of this corporation is as follows:

Article I of the Articles of Incorporation of this corporation is hereby amended to read as follows:

"I. NAME

The name of this corporation shall be:  
CAREAGE WESTERN CORPORATION"

3. The date of the adoption of the amendment by the shareholders of this corporation is April 14, 1981.
4. The number of shares outstanding of this corporation is 650.
5. The number of shares entitled to vote on the amendment is 650. There is only one class of shares outstanding and entitled to vote.
6. The number of shares voted for and against said amendment is as follows:  
For Amendment: 650.

Against Amendment: -0-.

7. The amendment does not provide for an exchange, reclassification, or cancellation of issued shares, nor does it effect a change in the amount of stated capital.

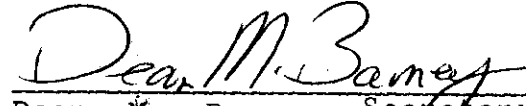
Executed in duplicate this 14 day of April, 1981.

CAREAGE DESIGN BUILD CORPORATION

By

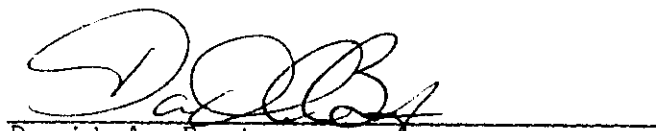
  
David A. Best, President

By

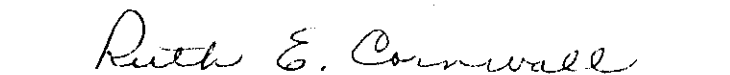
  
Dean M. Barney, Secretary

STATE OF WASHINGTON )  
                                  )ss:  
COUNTY OF K I N G     )

DAVID A. BEST, being first duly sworn on oath, deposes and states as follows: that he is the President of CAREAGE DESIGN BUILD CORPORATION; that he has signed these Articles of Amendment of Articles of Incorporation on behalf of this corporation and that he has read the same and knows the contents to be true and accurate.

  
David A. Best

SUBSCRIBED AND SWORN TO before me this 14 day of April, 1981.

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



D306473

FILE NUMBER



DOMESTIC

# STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

## ARTICLES OF INCORPORATION

of CAREAGE DESIGN BUILD CORPORATION  
a domestic corporation of Bellevue, 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  
Inslee, Best, Chapin et al  
Attorneys at Law  
10800 NE 8th  
Bellevue, WA 98009  
Attn: Milan Gail Ryder

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. **1560**

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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,

January 23, 1981

**RALPH MUNRO**  
SECRETARY OF STATE

**ORIGINAL**ARTICLES OF INCORPORATION

OF

FILED

CAREAGE DESIGN BUILD CORPORATION

JAN 23 1981 *Is*SECRETARY OF STATE  
STATE OF WASHINGTON

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, GENE E. LYNN, being of legal age, for the purpose of forming a corporation under the laws of the State of Washington, and in pursuance thereof hereby signs and acknowledges the following Articles of Incorporation in duplicate originals and states as follows:

## I. NAME

The name of this corporation shall be:

CAREAGE DESIGN BUILD CORPORATION

## II. PURPOSES AND POWERS

This corporation is organized for the following purposes and with the following powers:

(a) To take, receive, buy, sell, own, manage, develop, construct, lease, operate and engage in the business of a general contractor; and, in those states where it is lawful, the practice of architecture.

(b) To take, receive, buy, sell, own, manage, develop, construct, lease, operate and engage in any trade, business or activity which may be lawfully conducted by a corporation organized under the Washington Business Corporation Act.

(c) To act as a general partner or one of several general partners in any limited partnership.

for its business with any person, entity, partnership, association, corporation, domestic or foreign, or with any domestic or foreign state, government or government authority, or with the political administrative subdivision or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

(e) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(f) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(g) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(h) To lend money to its employees and its officers and directors, and otherwise assist its employees, officers and directors; provided that no loan shall be made by the corporation to its officers or directors unless first approved by the holders of two-thirds of its voting shares.

(i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal

in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(k) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(l) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this title in any state, territory, district or possession of the United States, or in any foreign country.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

(n) In time of war to transact any lawful business in aid of the United States in the prosecution of the war.

(o) To pay pensions and establish pension plans,

pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To indemnify, to the full extent permitted by the Washington Business Corporation Act, any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding, whether brought by or in the right of the corporation or otherwise, by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; and the Board of Directors may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Washington Business Corporation Act. The indemnification provided by this clause shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

(q) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or associated with

of the powers herein set forth, either alone or associated with others and incidental or pertaining to, or growing out of, or connected with its business or powers.

The foregoing purposes and powers shall not be construed as a limitation of any purposes or powers granted or authorized by the laws of the State of Washington. Each clause of this Article II shall be construed as purposes and powers, and the matters expressed herein shall be in no way limited or restricted by reference to inference from the terms of any other clauses, but shall be regarded as independent purposes and powers.

### III. DURATION

This corporation shall continue perpetually.

### IV. SHARES

This corporation shall have the authority to issue 50,000 shares of a single class of common stock, and each share shall have a par value of \$1.00.

### V. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is Suite 900, ONB Plaza, 10800 N.E. 8th, Bellevue, Washington 98004, and the name of the initial registered agent at such address is Milan Gail Ryder.

### VI. DIRECTORS

The number of directors of this corporation shall be fixed by or in the manner provided in the by-laws and may be increased

or decreased from time to time in the manner specified therein; provided, however, that there shall always be at least one director. The initial Board of Directors shall consist of three directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders and until their successors are elected and qualify unless they resign or are removed are:

Gene E. Lynn	1827 - 73rd N.E. Bellevue, WA 98004
David A. Best	2514 - 88th N.E. Bellevue, WA 98004
William P. Woods	1501 - 86th N.E. Bellevue, WA 98004

#### VII. BY-LAWS

The Board of Directors shall have the power to adopt, alter, amend or repeal the by-laws for this corporation or to adopt new by-laws.

#### VIII. PREEMPTIVE RIGHTS

Preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation. Preemptive rights shall not apply to treasury shares.

#### IX. INCORPORATOR

The name and address of the incorporator is:

Gene E. Lynn	1827 - 73rd N.E. Bellevue, WA 98004
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#### X. CUMULATIVE VOTING

The right to cumulate votes in the election of directors shall exist with respect to shares of stock of this corporation.

#### XI. AMENDMENTS

This corporation reserves the right to amend or repeal, by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon, any of the provisions contained in these Articles of Incorporation, and the rights of the shareholders of this corporation are granted subject to this reservation.

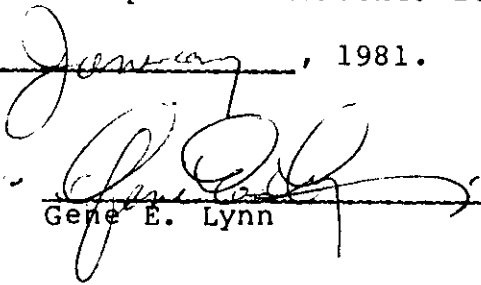
#### XII. CONTRACTS IN WHICH DIRECTORS HAVE INTEREST

Any contract or other transaction between this corporation and one or more of its directors, or between this corporation and any corporation, firm, association or other entity of which one or more of its directors are stockholders, members, directors, officers or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, by voting or otherwise, even though his or their presence or vote, or both, might have been necessary to obligate this corporation upon such contract or transaction; provided that the fact of such interest shall be disclosed to or known by the directors acting on such contract



or transaction.

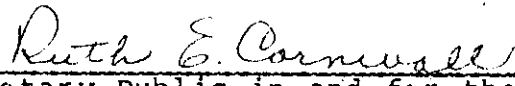
IN WITNESS WHEREOF, the incorporator hereunto sets his hand  
and seal this 20 day of January, 1981.

  
Gene E. Lynn

STATE OF WASHINGTON)  
                                  ) ss.  
COUNTY OF K I N G )

THIS IS TO CERTIFY that on the 20 day of January, 1981,  
there personally appeared before me GENE E. LYNN, to me known to  
be the person described in and who executed the foregoing  
Articles of Incorporation, and he did acknowledge and declared to  
me that he executed the same freely and voluntarily for the uses  
and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal the day and year first above written.

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