

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

POMERAY PROPERTIES, INC.

a corporation duly organized and existing under the laws of **California** 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 **Fourth** day of **February** 19**66**, a properly authenticated copy of its articles of incorporation, and on the **Fourth** day of **February**, 19**66**, a designation of **Raymond Greene** in the County of **Bonner** 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 **4th** day of **February**, A.D. 19**66**.

Secretary of State.

STATE OF CALIFORNIA



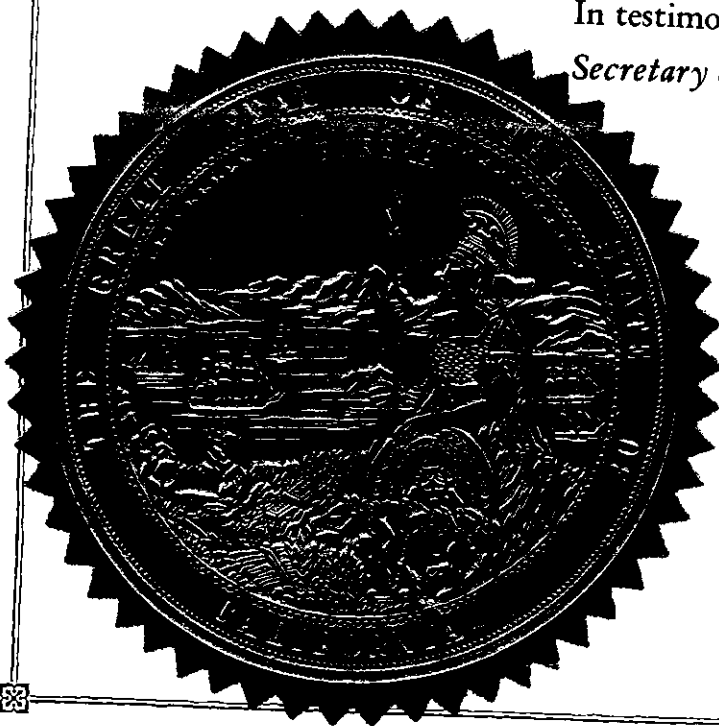
DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,
this DEC 15 1965



Frank M. Jordan
Secretary of State

By *Robert L. Smith*
Assistant Secretary of State

**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

DEC 15 1965

FRANK M. JORDAN, Secretary of State
By Bill Holden
Deputy

ARTICLES OF INCORPORATION

OF

POMERAY PROPERTIES, INC.

501409

ARTICLE I

The name of this corporation is **POMERAY PROPERTIES, INC.**

ARTICLE II

The specific business in which this corporation will primarily engage is the buying, selling and development of real property and related endeavors.

ARTICLE III

The general purposes for which this corporation is formed are:

1. To carry on the business of developing and improving real property; to lay out for public use roads, streets, avenues, or highways, upon or through its lands; to extend, continue, or connect such roads, streets, avenues, or highways upon or through other real property to be acquired; to lay out and establish such roads, streets, avenues or highways and the extensions, continuations, or connections thereof; and to construct drains or sewers, and such bridges or culverts as may be necessary to maintain the grades of, or for the extension, continuation, or connection of the roads, streets, avenues, or highways so laid out.
2. To purchase, lease, exchange, hire, or otherwise acquire lands or any interest therein, whatsoever and wherever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage, and operate houses, cabins, shopping centers, buildings, or other works of any description on any lands owned or leased by the corporation, or upon any other lands; to sell, lease, sublet, mortgage, exchange or otherwise dispose of any of the lands or any interest therein, or any houses, shopping centers, cabins, buildings, or other works owned by the corporation; to engage generally in the real estate development business; as principal, agent, broker, or otherwise, and generally to buy, sell, lease, mortgage, exchange, manage, operate, and deal in lands or interests in lands, houses, cabins, buildings, or other works.
3. To manufacture, buy, sell, assemble, distribute, and to otherwise acquire, or to own, hold, use, sell, assign, transfer, exchange, lease, license or otherwise dispose of, and to invest, trade, deal in and with goods, wares, merchandise, building materials, supplies and all other property of every class and description.
4. To purchase, acquire, own, hold, use, lease, either as lesser or lessee, rent, sublet, grant, sell, exchange, subdivide, mortgage, deed in trust, manage, improve, cultivate,

develop, maintain, construct, operate, and generally deal in, any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, boarding houses, apartment houses, hotels, business blocks, garages, warehouses, manufacturing plants, and other buildings of any kind or description, and any and all other property of every kind or description, real, personal and mixed, and any interest or right therein, including water and water rights, whatsoever situated, either in California, other states of the United States, the District of Columbia, territories and possessions of the United States and foreign countries.

5. To purchase, acquire, take, hold, own, use and enjoy and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of, and generally to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interests therein, and in general products of the earth and deposits, both subsoil and surface, of every nature and description.

6. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic) or other municipal or governmental subdivision.

7. To become a partner (either general or limited or both) and to enter into agreements of partnership, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interest of this corporation or to enhance the value of its property or business.

8. To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise, (a) by purchase of the assets thereof wholly or in part, (b) by acquisition of the shares or any part thereof, or (c) in any other manner; and to pay for the same in cash or in the shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of the whole or any part of the goodwill, business, rights and property or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

9. To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, and government, state, territorial, county and municipal grants and concessions of every character which this

corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

10. From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect; and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

11. To subscribe or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof of any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interests in or in respect of any trust estate, now or hereafter existing, and whether created by the laws of the State of California or any other state, territory or country; and to operate, manage and control such properties or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and, while the owner of any of said shares of capital stock, to exercise all of the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

12. To promote or to aid in any manner, financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

13. To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

14. To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidences of its indebtedness or obligations; to purchase,

hold, sell, and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of California as the same are now in force or may be hereafter amended.

15. To conduct and carry on, directly or indirectly, research, development and promotional or experimental activities, and to promote or aid financially or otherwise, any person, firm or corporation engaged in such activities, or any of them.

16. To carry on any business whatsoever, either as principal, agent or partner, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; and to conduct its business in this State, in other states, in the District of Columbia, in the territories and possessions of the United States, and in foreign countries.

17. To have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no wise limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE IV

The principal office for the transaction of the business of the corporation is to be located in the County of Santa Clara, State of California.

ARTICLE V

The number of directors of this corporation shall be three. The names and addresses of the persons who are appointed to act as the first directors of this corporation are:

DONALD PROVANCHA	San Jose, California
BASIL HARTLEY	San Jose, California
RAY RAINERI	San Jose, California

The number of directors herein fixed shall constitute

the authorized number of directors of this corporation until changed by a duly adopted amendment of these Articles of Incorporation or by a duly adopted By-Law of this corporation.

ARTICLE VI

This corporation is authorized to issue two classes of shares to be designated respectively "Class A Common Stock" and "Class B Common Stock;" the total number of shares which this corporation shall have authority to issue is 50,000 shares and the aggregate par value of all shares that are to have a par value shall be \$500,000.00; that (a) the number of Class A Common Stock that are to have a par value shall be 30,000 shares and the par value of each share of such class shall be \$10.00; and (b) the number of Class B Common Stock that are to have a par value shall be 20,000 shares and the par value of each share of such class shall be \$10.00.

ARTICLE VII

The preferences, privileges and restrictions granted to, or imposed upon the respective classes of shares of the holder thereof, are as follows:

(a) The holders of Class B Common Stock shall have the right, ~~by the affirmative vote of holders of a majority of shares of that class present and voting (if holders of a majority of shares of that class issued and outstanding are present)~~ to elect a majority in number of the full Board of Directors of the Corporation, such majority to consist of the smallest number of Directors sufficient to constitute a majority in number of such full Board of Directors, and the Directors so elected shall be known as Class B Directors. The holders of Class A Common Stock shall have the right ~~by the affirmative vote of holders of the majority of shares of that class present and voting (if holders~~

the authorized number of directors of this corporation until changes by a duly adopted amendment of these Articles of Incorporation or by a duly adopted By-Law of this corporation.

ARTICLE VI

This corporation is authorized to issue two classes of shares to be designated respectively "Class A Common Stock" and "Class B Common Stock;" the total number of shares which this corporation shall have authority to issue is 50,000 shares and the aggregate par value of all shares that are to have a par value shall be \$500,000.00; that (a) the number of Class A Common Stock that are to have a par value shall be 30,000 shares and the par value of each share of such class shall be \$10.00; and (b) the number of Class B Common Stock that are to have a par value shall be 20,000 shares and the par value of each share of such class shall be \$10.00.

ARTICLE VII

The preferences, privileges and restrictions granted to, or imposed upon the respective classes of shares of the holder thereof, are as follows:

(a) The holders of Class B Common Stock shall have the right to elect a majority in number of the full Board of Directors of the Corporation, such majority to consist of the smallest number of Directors sufficient to constitute a majority in number of such full Board of Directors, and the Directors so elected shall be known as Class B Directors. The holders of Class A Common Stock shall have the right to elect a minority in number of the full Board of Directors of the Corpor-

ation, such minority to consist of the largest number of Directors which shall constitute a minority in number of such full Board of Directors and the Directors so elected shall be known as Class A Directors.

(b) The holders of Class A Common Stock shall be entitled, when and as declared by the Board of Directors, to dividends out of any funds of this corporation at the time legally available for the declaration of dividends, at the annual rate of, but not less than, six (6) per cent of the par value of such shares, payable in preference and priority to any payment of any dividend on Class B Common Stock and payable quarterly or otherwise as the Board of Directors may from time to time determine. The right to such dividends on Class A Common Stock shall not be cumulative and no right shall accrue to holders of Class A Common Stock by reason of the fact that dividends on said shares are not declared in any prior period.

(c) After dividends have been declared and paid, or set apart for payment, in any year on the Class A Common Stock as set forth above in subparagraph (b), additional dividends may be declared and paid or set apart for payment from any remaining surplus or net profits, ratably and equally per share, on all shares of both Class A Common and Class B Common Stocks.

ARTICLE VIII

Before there can be a valid sale or transfer of any of the shares of Class B Common Stock of this corporation by the holders thereof, except to the spouse or lineal descendant of the B stockholder whose shares are proposed to be sold or transferred, the holder of the shares to be sold or transferred shall first give

notice in writing to the secretary of this corporation of his intention to sell or transfer such shares. Said notice shall specify the number of shares to be sold or transferred. The secretary shall, within five (5) days thereafter, mail or deliver a copy of said notice to each of the other Class B shareholders of shares of record of this corporation, not including the Class A Common stockholders. Such notice may be delivered to such shareholders personally or may be mailed to the last known addresses of such shareholders, and the same may appear on the books of this corporation, and within twenty-five (25) days after the mailing or delivering of said notices to such shareholders, any such shareholder or shareholders of both classes of stock desiring to acquire any part or all of the shares referred to in said notice shall deliver by mail or otherwise to the secretary of this corporation a written offer or offers to purchase a specified number or numbers of such shares.

If the total number of shares specified in such offers exceeds the number of shares referred to in said notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in said notice to the secretary, as the number of shares of this corporation, which he holds, bears to the total number of shares held by all such shareholders desiring to purchase the shares referred to in said notice to the secretary.

If all of the shares referred to in said notice to the secretary are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

Any of the provisions of this Article VIII to the con-

trary notwithstanding, if the shareholder desiring to sell is not able to sell to the other shareholders in accordance with the foregoing provisions all of the shares of stock referred to in said notice to the secretary, then he may dispose of all of said shares to any person or persons as he may select, provided that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in said notice to the secretary.

Any sale or transfer, or purported sale or transfer, of the shares of said corporation shall be null and void unless the terms, conditions and provisions of this Article VIII are strictly observed and followed.

ARTICLE IX

This corporation reserves the right to amend, alter, change, add to 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 by these Articles of Incorporation on shareholders, directors and officers are granted subject to this reservation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these Articles this 13th day of December, 1965.

/s/ Donald Provancha

DONALD PROVANCHA

/s/ Basil Hartley

BASIL HARTLEY

/s/ Ray Raineri

RAY RAINERI

STATE OF CALIFORNIA }
COUNTY OF SANTA CLARA) ss.

On this 13th day of December, 1963, before me, GERALD C. VANOLI, a Notary Public in and for said County, residing therein, duly commissioned and sworn, personally appeared DONALD PROVANCHA, BASIL HARTLEY, RAY RAINIERI, known to me to be the persons described in, whose names are subscribed to and who executed the annexed instrument, and they acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the County of Santa Clara, State of California, the day and year last above written. ✓

/s/ Gerald C. Vanoli
Notary Public in and for said
County and State

