



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

**HOWARD S. WRIGHT CONSTRUCTION CO.**

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 **August** 19**57**, a properly authenticated copy of its articles of incorporation, and on the **30th** day of **August** 19**57**, 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 **August**, A.D. 19**57**.

Secretary of State.

United States of America

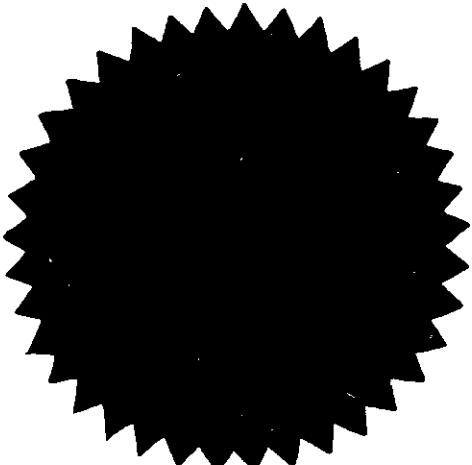
State of Washington

DEPARTMENT OF STATE



TO ALL TO WHOM THESE PRESENTS SHALL COME

I, **VIC 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 HOWARD S. WRIGHT CONSTRUCTION CO. and all amendments thereto which have been duly filed and recorded in my office in accordance with law; I further certify that HOWARD S. WRIGHT CONSTRUCTION CO. 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, 1958; 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,*

*the 27th day of August AD 1957*

*Victor G. Meyers*

*Secretary of State*

*By Ray J. Yeoman*

*Assistant Secretary of State*

**APPROVED**  
**AND FILED**

JUN 28 1956

EARL COE

SECRETARY OF STATE

*Earl Coe*  
Assistant Secretary of State

ARTICLES OF INCORPORATION  
OF  
HOWARD S. WRIGHT CONSTRUCTION CO.

We, the undersigned, for the purpose of forming a corporation pursuant to the Uniform Business Corporation Act of the State of Washington, as amended, do hereby certify in triplicate as follows:

I

The name of this corporation shall be

HOWARD S. WRIGHT CONSTRUCTION CO.

II

The powers, purposes and objects of this corporation are as follows:

I. To carry on a business, either on its own behalf as owner or as builder, contractor, subcontractor, agent or any other capacity, of designing, constructing, enlarging, extending, repairing, completing, removing or otherwise engaging in any work upon power plants, industrial plants and other systems and works of every description, buildings, structures, manufacturing plants, and all kinds of excavation and iron, steel, wood, masonry, mechanical, electrical and earth construction and installations and every other kind of real property and improvements, installations, equipment and all other kinds of property thereon; to make, execute, give, take and receive any and all contracts or assignments of contracts therefore or relating thereto or connected therewith; to manufacture, buy, sell, own, improve, mortgage, lease, operate,

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maintain, sell and dispose of all machinery, tools, equipment, materials, supplies, and all other kinds of personal property necessary or convenient in the corporation's judgment for the achievement of the purposes aforesaid; and without limitation by the foregoing, to carry on all other business and activities of every nature in conjunction with or related to or incidental to the aforesaid;

2. To buy, hold, own, improve, mortgage, lease, operate, maintain, sell and otherwise deal in and dispose of real and personal property of all kinds, and to buy, sell, encumber and dispose of stock, bonds, and other evidences of ownership in and obligations of other corporations;

3. To guarantee the debts and obligations of other persons and corporations and to mortgage or pledge the property of this corporation, either real or personal or both, as security for the debts and obligations of this corporation and of any other person or corporation, and to incur debt of this corporation without limit as to amount;

4. To transact any business which the corporation may desire to undertake and which shall not be prohibited by the laws of the State of Washington, except, however, the business of banking or the business of operating a public utility, and also to have and enjoy all of the powers and privileges available to corporations organized for profit under the laws of the State of Washington.

III

The duration of this corporation shall be perpetual.

IV

The location and postoffice address of the registered office of this corporation in the State of Washington, unless and until changed by the Board of Directors in the manner provided by law, is and shall be 812 Hoge Building, Seattle 4, Washington.

V.

The total authorized capital stock of this corporation shall consist of Fifty Thousand (\$50,000.00) Dollars divided into Five Hundred (500) shares of common stock of the par value of One Hundred (\$100.00) Dollars per share.

VI

The amount of paid in capital with which this corporation will begin business is and shall be the sum of Five Hundred (\$500.00) Dollars.

VII

The names and postoffice addresses of the first directors of this corporation, who shall hold office until the first annual meeting of the shareholders of the corporation, are as follows:

<u>Name</u>	<u>Address</u>
Thomas J. Hanify	812 Hoge Building, Seattle, Wash.
Ward L. Sax	812 Hoge Building, Seattle, Wash.
H. W. Sexton	812 Hoge Building, Seattle, Wash.

The number, qualifications, terms of office, manner of election, time and place of meeting, and the powers and duties of the directors of the corporation shall be as provided from time to time by the By-Laws

of the corporation.

VIII

The names and postoffice addresses of each of the undersigned incorporators of this corporation, each of whom is a citizen of the United States, and a statement of the number of shares which each hereby subscribes and agrees to take in this corporation are as follows:

<u>Name and Address</u>	<u>No. of Shares</u>
Thomas J. Hanify, 812 Hoge Building, Seattle, Wn.	2
Ward L. Sax, 812 Hoge Building, Seattle, Wn.	2
H. W. Sexton, 812 Hoge Building, Seattle, Wn.	1

IX

The Board of Directors of the corporation may make By-Laws from time to time, subject to the power of the shareholders to change or repeal such By-Laws; provided, however, that the Board of Directors shall not make or alter any By-Law fixing their qualifications, classifications, term of office or compensation.

IN WITNESS WHEREOF, we have made and subscribed these Articles of Incorporation in triplicate this 27th day of June, 1956.

Thomas Hanify  
Ward L. Sax  
H. W. Sexton

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STATE OF WASHINGTON      }  
COUNTY OF KING      }ss

On this 27th day of June, 1956, before me the under-signed Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared THOMAS J. HANIFFY, WARD L. SAY and H. W. SEXTON, to me known to be the individuals described in and who executed the within instrument, and acknowledged that they signed and sealed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal the day and year in this certificate first above written.

*Frank J. Ryan*  
Notary Public in and for the State  
of Washington, residing at Seattle.

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NOTICE OF CHANGE OF LOCATION OF  
POST OFFICE AND REGISTERED OFFICE OF  
HOWARD S. WRIGHT CONSTRUCTION CO.

TO: The Secretary of State of the State of Washington  
and  
The Auditor of King County, Washington:

PLEASE TAKE NOTICE that the location and post office  
of the registered office of HOWARD S. WRIGHT CONSTRUCTION CO.  
has been changed from 812 Hoge Building, Seattle, Washington,  
as stated in the Articles of Incorporation of said company,  
to 414 Pontius Avenue, Seattle, Washington.

DATED June 29, 1956.

*Howard S. Wright*  
Secretary of Howard S. Wright Construction Co.

**No. 133703**

**Articles of Incorporation**

**or the**

Howard S. Wright Construction Co.,

Place of business.....Seattle.....  
Time of existence.....Perpetual.....years  
Capital stock, \$.....50,000.00

STATE OF WASHINGTON, ss.

Filed for record in the office of the Secretary of State.....June 28, 1956  
at.....9:50.....o'clock.....A.M.  
Microfilmed, Roll No. 167  
Page.....1.....of.....1.....

**Domestic Corporations**

*[Signature]*  
Secretary of State.

Filed at request of.....  
MacBride, Matthews & Hanify, Atty's,  
Hoag Building.....  
Seattle 4, Washington.....

Filing and recording fee, \$ 25.00  
Licensed June 30, 1957, \$ 30.00  
Certificate mailed.....JUL 3 3 1956  
.....to above address

**Indexed** *[Signature]* **Photographed**

S. F. No. 1108-4-56-7W. 45123.

**APPROVED**  
**AND FILED**

JUN 27 1957

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

OF  
HOWARD S. WRIGHT CONSTRUCTION CO.

VICTOR A. MEYERS  
ASSISTANT SECRETARY OF STATE  
By  
Raymond J. Geoman

STATE OF WASHINGTON }ss  
COUNTY OF KING }ss

GEORGE S. SCHUCHART and HOWARD S. WRIGHT, each being first  
July sworn, upon oath depose and say:

1. They are the President and Secretary, respectively, of  
Howard S. Wright Construction Co., a corporation organized and ex-  
isting under the laws of the State of Washington.

2. A special meeting of the shareholders of said corpora-  
tion was duly and regularly called to be held at 414 Pontius Avenue,  
Seattle, Washington on June 26, 1957 for the specific purpose of  
considering and voting upon a proposal to amend Article V of the  
articles of incorporation of said company so as to increase the  
authorized capital stock of the corporation from \$50,000, consisting  
of 500 shares of common stock of the par value of \$100 per share, to  
\$300,000, consisting of 1,000 shares of common stock of the par val  
of \$100 per share and 2,500 shares of preferred stock of the par  
value of \$100 per share.

3. Said meeting was duly and regularly held at the time  
and place aforesaid. At said meeting all of the outstanding  
capital stock of said corporation was duly represented and was  
voted in favor of said proposal. Present to said vote, Article

y of the Articles of Incorporation of said company was amended to read, and said Article V now is and reads as follows:

"V

Section 1. The total authorized capital stock of this corporation shall consist of Three Hundred Fifty Thousand Dollars (\$350,000), divided into One Thousand (1,000) shares of common stock of the par value of One Hundred Dollars (\$100) per share and Two Thousand Five Hundred (2,500) shares of preferred stock of the par value of One Hundred (\$100) Dollars per share. Except as provided in Section 6 of this Article V, all of the voting power of the corporation shall be vested in the holders of the common stock and each share of common stock shall be entitled to one vote, in person or by proxy.

Section 2. The aforesaid authorized amount of preferred stock shall not be increased or decreased, nor shall the par value thereof be increased or decreased, nor shall any stock having preference over or equality with said preferred stock either in dividends or as to assets be authorized except in each case with the affirmative vote of the holders of not less than a majority in amount of the said preferred stock issued and outstanding, cast at an annual meeting or at a special meeting duly called and held for such purpose.

Section 3. The holders of said preferred stock shall be entitled to dividends thereon at the rate of 5% per annum, and no more, payable out of any and all surplus or net profits quarterly, half yearly or yearly, when and as declared by the board of directors. Such dividends on the preferred stock shall be payable before any dividends shall be paid or set aside for the common stock, and the preferred stock shall not be entitled to participate in any other or additional profits. Dividends on each share of the preferred stock shall begin to accrue on the issuance thereof and such dividends shall be cumulative but accumulations of dividends shall not bear interest.

Section 4. Upon any dissolution, liquidation or winding up of the company, whether voluntary or involuntary, or upon any distribution of capital, whether or not the company shall have a surplus or earnings available for dividends, or in the event of insolvency,

there shall be paid to the holders of the preferred stock One Hundred Dollars (\$100) per share and the amount of all unpaid accrued dividends thereon (without interest) before any sum shall be paid to, or any assets distributed among the holders of the common stock; and after such payment to the holders of the preferred stock all remaining assets and funds of the company shall be paid to the holders of the common stock according to their respective shares. The company may, however, declare and pay dividends upon any class or classes of stock without being required to accumulate any reserve or otherwise provide in advance for any such payment to the holders of preferred stock. The words 'liquidation', 'distribution' or 'winding up' as used in this section, shall not apply to or include transactions incident to the consolidation, merger or sale of all or substantially all of the corporation's assets.

Section 5. The corporation, at any time and from time to time, at the option of the board of directors, may redeem the whole or any part of the outstanding preferred stock by paying One Hundred Dollars (\$100) for each share thereof, together with a sum equivalent to dividends thereon accrued to the redemption date (without interest), upon notice by mail to the holders of record thereof at their respective addresses shown on the records of the company, or for want thereof, to their last known addresses, at least 30 days prior to the date fixed for redemption. The shares to be redeemed, if they be less than the total outstanding, shall be selected by lot in such manner as the board of directors shall determine. The holders of shares of preferred stock called for redemption shall not, from and after the date fixed for the redemption of such stock, possess or exercise any rights as stockholders of the corporation except the right to receive from the corporation the redemption price of such shares (without interest) upon surrender thereof. Preferred stock called and redeemed shall not thereafter be reissued but shall be forthwith cancelled. Nothing herein contained with respect to the right of the corporation, at its option, to redeem its preferred stock shall be construed to prevent the corporation from purchasing or acquiring, otherwise than by redemption thereof, shares of such preferred stock.

Section 6. In the event the corporation should fail to pay dividends accumulating on the preferred stock for two full successive fiscal years, the holders of 10% or more of the outstanding preferred stock may call and hold

a meeting, upon notice as provided in the corporation's by-laws, and assume control of the corporation. Thereafter, until all past dividends accumulating on the preferred stock shall have been paid to the holders thereof, the whole voting power of the corporation shall be vested in the preferred stockholders except that they shall have no power to cause the dissolution, liquidation or winding up of the corporation nor any power to cause the corporation to be merged or consolidated with any other corporation or corporations. In such case, each share of outstanding preferred stock shall have one vote, in person or by proxy, and all of the provisions of the by-laws concerning the exercise of voting power shall apply to the preferred stock. If the financial condition of the corporation should become such that all accrued preferred stock dividends can be paid, the holders of the common stock may hold a special meeting, upon notice as provided in the by-laws, and elect a board of directors and declare and pay all such dividends, whereupon the voting power of the corporation shall be returned for all purposes to the holders of the common stock and the management of the corporation shall be returned to the board of directors who may be elected by them."

Dated June 26, 1957.

George S. Schuchart

George S. Schuchart

Howard S. Wright

Howard S. Wright

Subscribed and sworn to before me this 26th day of June, 1957.

Raymond R. Gibbs  
Notary Public in and for the State  
of Washington, residing at Seattle.