

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

CAPITAL COMPANY

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 **6th** day of **January** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **6th** day of **January** 19**64**, a designation of **J.L., T.H. 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 **6th** day of **January**, A.D. 19 **64**.

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:*

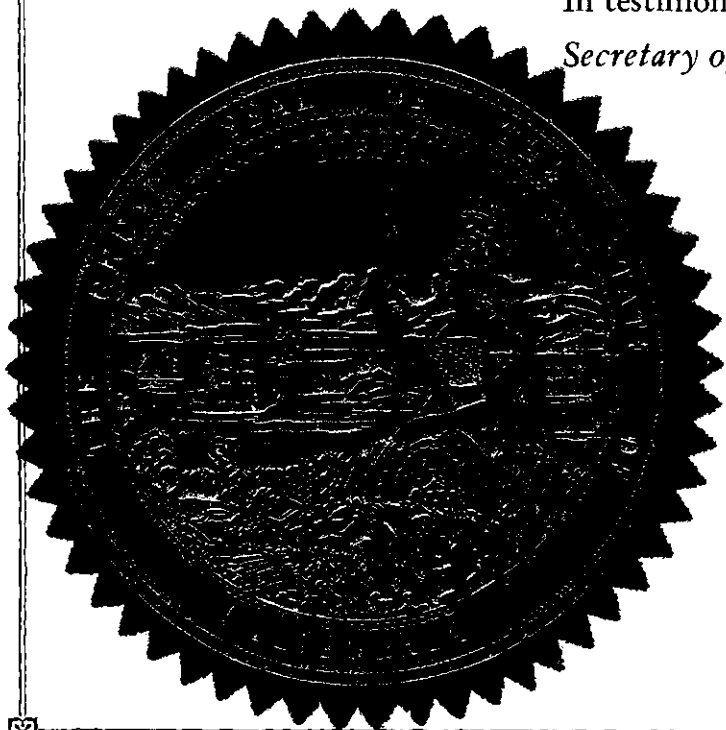
That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

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 10 1963

Frank M. Jordan
Secretary of State

By *Carter E. Tuttle*
Assistant Secretary of State



ARTICLES OF INCORPORATION
OF
TRANSAMERICA DEVELOPMENT COMPANY

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
OCT - 9 1963
FRANK M. JORDAN, Secretary of State
By F. C. VOGEL
Deputy

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California, and we hereby certify:

FIRST

The name of this corporation is and shall be
TRANSAMERICA DEVELOPMENT COMPANY

SECOND

The specific business in which this corporation is primarily to engage is the business of acquiring, dealing in and developing real property and interests therein.

THIRD

In addition to the specific, primary business of this corporation set forth in paragraph SECOND hereof, this corporation is formed for the following purposes:

(a) To acquire in any lawful manner, buy, process, hold, improve, use, grant, sell, lease, hire, rent, exchange, subdivide, mortgage, transfer in trust, hypothecate, and

otherwise dispose of and generally to deal in and with real and personal property of every kind and nature and wheresoever situate, and without limitation of any kind;

(b) To purchase or otherwise acquire the whole or any part of the property, assets, business, good will and rights, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities and obligations of any person, firm, association, corporation or organization, and to pay for the same, or any part or combination thereof, in cash, shares of any class of the capital stock, bonds, debentures, notes and other obligations of the corporation or otherwise, and by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired or purchased, and to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(c) To acquire, by purchase or otherwise, own, invest in, discount, sell, exchange, mortgage, pledge or otherwise dispose of, and generally to deal in and with all forms of securities, including bonds, debentures, notes and other

evidences of indebtedness, stock and warrants of any other corporation or corporations, public or private, domestic or foreign, and to exercise all rights, powers and privileges of ownership with reference to the same, including the right to vote thereon;

(d) To borrow money for any of the purposes of the corporation and to issue bonds, debentures, notes or other obligations therefor, or for the purpose of acquiring property, and to secure the same by pledge, mortgage or conveyance or assignment in trust, of the whole or any part of the property of the corporation, whether real or personal, or to issue bonds, debentures, notes or other obligations without security;

(e) To lend money on the security of mortgages, deeds of trust, pledges or other hypothecations of real or personal property, or without security;

(f) To underwrite, guarantee, endorse or secure any bonds, securities, indebtedness, evidences of indebtedness, contracts or other obligations of any person, firm, association or corporation;

(g) To secure, purchase, acquire, apply for, register, own, hold, sell or dispose of, any and all patent rights, copyrights, trade-marks or trade names, and other trade rights;

(h) 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, corporation or organization;

(i) To issue shares of capital stock of any class and having any rights, preferences, privileges or restrictions, warrants, options, bonds, debentures, notes and other obligations of the corporation, for cash, for labor done, for property, real or personal, or for leases thereof, or for any combination of any of the foregoing, or in exchange for the stock, warrants, options, bonds, debentures, notes, securities or obligations of any person, firm, association, corporation or organization;

(j) To purchase or otherwise acquire, hold, and reissue any of the shares of its own capital stock, subject to the provisions of law applicable thereto;

(k) To do all or any of the above things in any part of the world, as principal, agent, contractor or otherwise, and by or through trustees, agents or otherwise, and either along or in association or conjunction with others, and, generally, to do and perform all such other things as are or may be necessary, suitable, convenient or proper for the full and complete accomplishment of any of the purposes for which the corporation is formed, and for the exercise and enjoyment of all its powers and franchises, and to exercise

any and all other powers which a copartnership or a natural person could do or exercise and which now or hereafter may be authorized by law.

The foregoing clauses shall be construed both as purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, but are in furtherance of, and in addition to, and not in limitation of the general powers conferred by the laws of the State of California. The 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.

FOURTH

The county in the State of California where the principal office for the transaction of the business of the corporation is to be located is the County of Alameda.

FIFTH

This corporation is authorized to issue only one
(1) class of shares of capital stock, without preference or

distinction; the total number of shares which this corporation shall have authority to issue shall be one thousand (1,000); the aggregate par value of all shares authorized to be issued by this corporation shall be Ten Thousand Dollars (\$10,000); and the par value of each share of this corporation's capital stock shall be Ten Dollars (\$10).

SIXTH

The number of directors of this corporation shall be three (3) and the names and addresses of the persons appointed to act as the first directors are:

Sidney E. Roberts	405 Montgomery Street San Francisco, California
Beulah E. Simmons	405 Montgomery Street San Francisco, California
Sada Dallas	405 Montgomery Street San Francisco, California

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, have executed these Articles of Incorporation this 8th day of October, 1963.

Sidney E. Roberts

Sidney E. Roberts

Beulah E. Simmons

Beulah E. Simmons

Sada Dallas

Sada Dallas

STATE OF CALIFORNIA
City and County of San Francisco } ss.

On this 8th day of October, 1963, before me,
Selma R. Conlan, a Notary Public in and
for the City and County of San Francisco, State of California,
residing therein, duly commissioned and sworn, personally
appeared SIDNEY E. ROBERTS, BEULAH E. SIMMONS and SADA
DALLAS, known to me to be the persons whose names are
subscribed to the within instrument, and 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 City and
County of San Francisco, State of California, the day and
year in this certificate first above written.

Selma R. Conlan *Selma R Conlan*

NOTARY PUBLIC

in and for the City and County of
San Francisco, State of California
[Notarial Seal]

My Commission Expires: July 5, 1965

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:

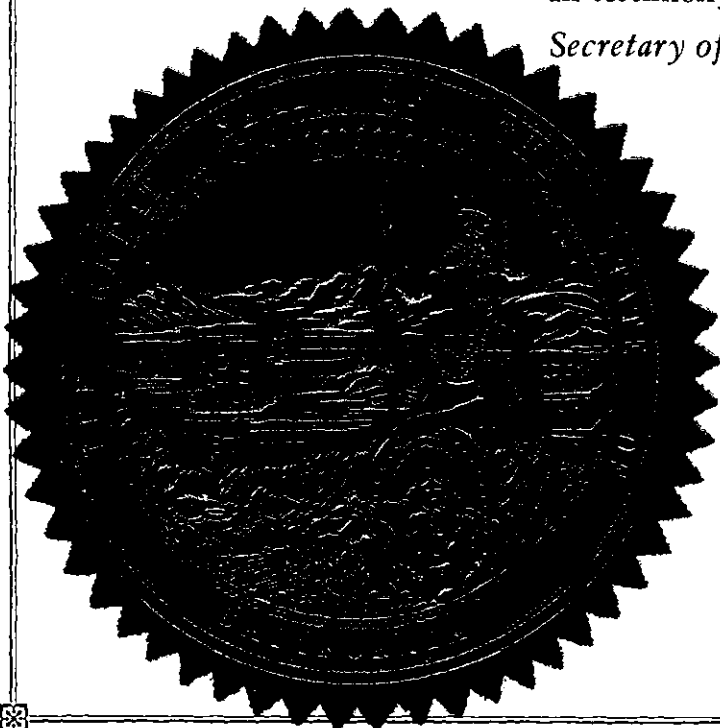
That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

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 _____ JAN 2 1964 _____

Frank M. Jordan
Secretary of State

By *Robert C. Stutler*
Assistant Secretary of State



CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
TRANSAMERICA DEVELOPMENT COMPANY

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
JAN 2 - 1964
FRANK M. JORDAN, Secretary of State
By F. C. VOGEL
Deputy

The undersigned, EDWARD F. RYAN and LAURENCE S. BOGERT, do hereby certify that they now are and at all times herein mentioned have been the President and Secretary, respectively, of Transamerica Development Company, a California corporation, and do hereby further certify that:

1. At a meeting of the Board of Directors of said corporation duly held at 1330 Broadway, Oakland, California, on December 6, 1963, at which meeting a quorum of said Board of Directors was at all times present and acting, the following resolution was duly adopted:

"RESOLVED: That the Articles of Incorporation of this Corporation shall be amended by amending Article FIRST thereof to read as follows:

'FIRST: The name of this corporation is and shall be
CAPITAL COMPANY.'

2. The number of shares consenting in writing to said amendment is 100, and annexed hereto, marked Exhibit A and made a part hereof, is a copy of the written consent executed by the holder and owner of said shares.

3. The total number of shares entitled to vote on or consent to the adoption of said amendment is 100.

Dated: December 20, 1963.

[Corporate Seal]

Edward F. Ryan

Edward F. Ryan

Laurence S. Bogert

Laurence S. Bogert

DECLARATION

Edward F. Ryan and Laurence S. Bogert,
President and Secretary, respectively, of Transamerica
Development Company, a California corporation, each
declares under penalty of perjury that the matters set
forth in the foregoing certificate are true and correct
of his own knowledge, and that this declaration was ex-
ecuted at Oakland, California, on December 20, 1963.

Edward F. Ryan

Edward F. Ryan

Laurence S. Bogert

Laurence S. Bogert

WRITTEN CONSENT OF SHAREHOLDER OF
TRANSAMERICA DEVELOPMENT COMPANY
TO AMENDMENT OF ARTICLES OF INCORPORATION

Capital Company, being the holder and owner of all the issued and outstanding shares of capital stock of Transamerica Development Company, does hereby consent to the amendment of Article FIRST of the Articles of Incorporation of Capital Company to read as follows:

"FIRST: That the name of this corporation is and shall be
CAPITAL COMPANY."

IN WITNESS WHEREOF, the undersigned has caused its corporate name to be hereunto subscribed by its President and Secretary, thereunto duly authorized, this 20th day of December, 1963.

CAPITAL COMPANY

By Edward B. Juliber
President

By Sam Flint
Secretary

[Corporate Seal]