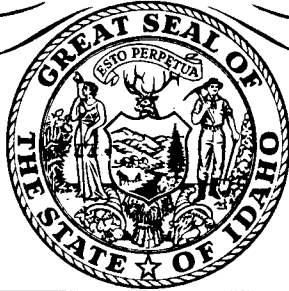


State of Idaho



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

WILLIAM W. MAIN & ASSOCIATES, 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 **26th** day of **February** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **26th** day of **February** 19 **65**, a designation of **W. C. Roden or T. H. 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 **26th** day of **February**, A.D. 19 **65**.

Secretary of State.

UNITED STATES OF AMERICA

THE STATE OF WASHINGTON

Department Of State

I, A. LUDLOW KRADER, SECRETARY OF STATE OF THE STATE OF WASHINGTON, DO HEREBY CERTIFY that the annexed is a true and correct copy of the Articles of Incorporation of WILLIAM W. MAIN & ASSOCIATES, INC., as received and filed in this office on February 8, 1965; and I further certify that WILLIAM W. MAIN & ASSOCIATES, INC. is in good standing with all annual license fees paid to July 1, 1965.



I, A. LUDLOW KRADER, SECRETARY OF STATE OF THE STATE OF WASHINGTON, DO HEREBY CERTIFY that the annexed is a true and correct copy of the Articles of Incorporation of WILLIAM W. MAIN & ASSOCIATES, INC., as received and filed in this office on February 8, 1965; and I further certify that WILLIAM W. MAIN & ASSOCIATES, INC. is in good standing with all annual license fees paid to July 1, 1965.

February 8, 1965

A. Ludlow Krader

A. LUDLOW KRADER,
SECRETARY OF STATE

APPROVED
AS TO FORM AND FILED

FEB 8 - 1965

A. LUDLOW KRAMER

SECRETARY OF STATE

BY 
Assistant Secretary of State

ARTICLES OF INCORPORATION
OF

WILLIAM W. MAIN & ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens of the United States of America, and over the age of twenty-one (21) years, hereby associate ourselves for the purpose of forming a corporation, and for that purpose execute these Articles in triplicate.

ARTICLE I

The name of this corporation shall be WILLIAM W. MAIN & ASSOCIATES, INC.

ARTICLE II

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

1. To purchase or in any wise acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real or personal property of any kind or tenure or any interest therein, and any property works or undertakings connected with the use or development of any property of the company; and as the consideration for the same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the company; and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the company.
2. To manage, improve, develop, and turn to account any land or contracts for purchase or sale of lands acquired

by the company, or which the company is interested, and, in particular, laying out town sites, establishing towns, residential areas, and improving the same by laying out and preparing the same for building purposes, constructing, altering, and improving buildings thereon, and by planting, paving, draining, irrigating, cultivating, letting on building lease or building agreement, and by advancing money to, making subscriptions for, and entering into contracts and arrangements of all kinds with builders, tenants, and others.

3. To acquire, construct, maintain and operate, control and manage any waterworks, irrigations works, gas works, reservoirs, streets, roads, electric power, heat, light supply works, parks and other works and conveniences which the company may think, directly or indirectly, conducive to these objects and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control, and management thereof; to obtain, accumulate, store, conduct, sell, furnish, and supply water for irrigation, agricultural, mining, manufacturing, power, municipal, and domestic purposes, and take, hold, operate, lease, and convey lands, canals, ditches, reservoirs, dams, water rights and water power, properties and appurtenances, and to construct canals, ditches, reservoirs, and dams suitable for and incident to any and all such purposes.

4. To build, erect, construct, lease, or otherwise acquire, manage, occupy, maintain, and operate buildings for dwelling houses, apartment houses, office buildings, and lands, buildings for apartment houses, dwelling houses, office buildings, and business structures of all

kinds for the accomodation of the public and of individuals.
To keep, manage, conduct, and operate apartment houses, dwelling houses, restaurants, lunch rooms, barber shops, billiard halls, cafes, and bars, for the accomodation of the public and of individuals.

5. To purchase, acquire, own and enjoy any and all franchises useful or beneficial for the prosecuting of the business of this corporation.

6. To borrow money on its notes, bonds and/or other obligations for the general purposes of this corporation, and to mortgage, pledge, or give in trust any and all of its property to secure the payment thereof.

7. To pay the expenses preliminary and incidental to the formation, establishment and registration of this corporation.

8. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes of the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

ARTICLE III

The registered office of this corporation shall be
North 10117 Newport Highway, Spokane, Washington.

ARTICLE IV

The duration of this corporation shall be perpetual.

ARTICLE V

The number of directors of this corporation shall be fixed from time to time by the By-Laws of this corporation; but the Board

of Directors shall consist of not less than three (3) nor more than five (5) members. The directors shall be elected annually and shall serve until the election and qualification of their successors. The directors who are to serve for the first corporate year shall be selected by the incorporators at the time they organize.

ARTICLE VI

The amount of capital stock of this corporation shall be \$50,000.00 divided into 5,000 non-assessable shares of the par value of \$10.00 per share. Each and every share of said stock shall have the same rights and privileges as those enjoyed by each and every other of said shares.

ARTICLE VII

The Board of Directors of this corporation shall, at any regular or special meeting of said Board, have power and authority to repeal and/or amend any or all of the By-Laws of this corporation, and/or to adopt new By-Laws, a majority vote of said directors being required for the exercise of such power.

ARTICLE VIII

The name and Post Office address of each of the incorporators of this corporation, and the number of shares of this corporation which have been subscribed for by each of said incorporators are as follows:

| <u>NAME OF INCORPORATORS</u> | <u>P. O. ADDRESS</u> | <u>NUMBER OF SHARES</u> |
|------------------------------|--|-------------------------|
| William W. Main | 7203 N. Fox Point Drive Spokane, Washington | 25 shares |
| Norma Lee Main | 7203 N. Fox Point Drive Spokane, Washington | 1 share |
| Jack M. Schmidt | Stevenson, Washington | 25 shares |
| Gladys R. Schmidt | Stevenson, Washington | 1 share |

ARTICLE IX

The first directors, their Post Office address and term of office are as follows:

| <u>NAME</u> | <u>P.O. ADDRESS</u> | <u>TERM OF OFFICE</u> |
|-------------------|--|--|
| William W. Main | 7203 N. Fox Point Dr. Spokane, Washington | From the date hereof until first annual meeting. |
| Norma Lee Main | 7203 N. Fox Point Dr. Spokane, Washington | From the date hereof until first annual meeting. |
| Jack M. Schmidt | Stevenson, Washington | From the date hereof until first annual meeting. |
| Gladys R. Schmidt | Stevenson, Washington | From the date hereof until first annual meeting. |

ARTICLE X

There shall be no more than ten (10) stockholders, including the incorporators herein, in this corporation during its duration and no transfer of stock will be made on the corporation books if such transfer would increase the total number of stockholders to eleven (11) or more.

ARTICLE XI

The amount of paid in capital with which this corporation will commence business is \$500.00.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 27th day of January, 1965.

William W. Main
WILLIAM W. MAIN
Norma Lee Main
NORMA LEE MAIN
Jack M. Schmidt
JACK M. SCHMIDT
Gladys R. Schmidt
GLADYS SCHMIDT

STATE OF WASHINGTON)

County of Spokane) ss.

On this 9th day of January, 1965, before me, the undersigned a Notary Public for the State of Washington, personally appeared WILLIAM W. MAIN, NORMA LEE MAIN, JACK M. SCHMIDT and GLADYS R. SCHMIDT, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and severally acknowledged to me that they executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate first above written.

Zora P. Salberg
Notary Public in and for the State
of Washington, residing at Spokane