

# State of Idaho



## Department of State.

I, **FRED E. LUKENS**, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State, do hereby certify that the

**GRANT SMITH & CO., OF WASHINGTON**

a corporation duly organized and existing under the laws of the **State** of **Washington**

has fully complied with Section 10 of Article XI of the Constitution, and with Sections 4772 and 4773 of the Idaho Compiled Statutes, by filing in this office on the **15th** day of **August**, 19 **28**

a properly authenticated copy of its articles of incorporation, and on the **15th** day of **August**, 19 **28**, a certificate of appointment of

**CHAS. A. KALEAN** of **Boise** in the County of **Ada**, State of Idaho, as 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 this State, as contained in Chapter 187 of the Idaho Compiled Statutes, 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 **thirteenth**

day of **August**, in the year of our Lord one thousand nine hundred and **twenty-eight**, and of the Independence of the United States of America the One Hundred and **Fifty-third**.

Secretary of State.

Article No. 63894

Certified Copy No. - - - -

UNITED STATES OF AMERICA

STATE OF WASHINGTON

DEPARTMENT OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I, J. Grant Hinkle, Secretary of State of the State of Washington and custodian of the Seal of said State, do hereby certify that I have carefully compared the annexed copy of the

ARTICLES OF INCORPORATION

of the

GRANT SMITH & CO., OF WASHINGTON

with the original copy of said Articles of Incorporation now on file in this office, and find the same to be a full, true and correct copy thereof, and of the whole of said original, together with all official endorsements thereon. And I further certify that the said Articles appear to have been duly and regularly filed in this office according to law, and that the same are of a genuine, valid and subsisting character, and that this certificate is in due form and by the proper officer having the legal custody of said original and the requisite official knowledge relative thereto. I further certify that the above mentioned corporation is in good standing with all fees paid at the date of this certificate.

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, this 30th day of June A.D. 1928.

J. Grant Hinkle  
Secretary of State

By A. M. Kitto  
Assistant Secretary of State

(Seal)

COMPARED N.E.H. O; to U.C. C.  
#63894; 6/30-28; A.

ARTICLES OF INCORPORATION  
OF GRANT SMITH & CO., OF  
WASHINGTON

KNOW ALL MEN BY THESE PRESENTS that we, WILLARD E. HAUSER, a citizen of the United States and a resident of the State of New York, and PAUL E. COLMAN and GEORGE C. MORRILL, citizens of the United States and residents of the State of Washington, do hereby associate ourselves together for the purpose of forming a corporation under the general incorporation laws of the State of Washington, and do hereby make, subscribe and adopt in triplicate the following Articles of Incorporation and certify as follows:

ARTICLE I.

NAME.

The name of this corporation is, and shall be, GRANT SMITH & CO., OF WASHINGTON.

ARTICLE II.

OBJECTS

The objects for which this corporation is formed are, and shall be:

1. To engage in the general contracting business for the construction of any and all buildings, plants, railroads, public and private utilities of every kind and nature whatsoever.
2. To purchase, own, sell, lease and rent lands, timber lands and timber; to construct, purchase, own and operate logging camps, logging outfits, railroads, trams, saw mills, paper mills, and to manufacture and sell lumber, shingles, building material and paper; to buy and sell logs; to purchase, own, operate and sell mines, minerals and mining claims; water, water rights, and develop and operate water powers and electric light and power plants, store waters for the purposes of irrigation and the production of

energy for any and all uses and purposes; to manufacture and sell gas; to construct, own and operate ships and vessels; engage in the business of transportation by land and water of all kinds of goods, wares, merchandise, timber, lumber, logs, shingles, minerals, agricultural and manufactured products; to own and operate stores for the sale of goods, wares, merchandise; to construct, own and operate hotels; establish and develop townsites, and to acquire, own, operate and sell any and all kinds of property hereinbefore mentioned, and any other kind of property which may be necessary or convenient in attaining any of its objects, and to use and operate the same and engage in any and all kinds of business hereinbefore or hereinafter mentioned, and to do any and all things hereinbefore or hereinafter mentioned and in any and all of the states, territories, districts and possessions of the United States of America and in the Dominion of Canada and any Province or Colony of such Dominion.

3. To purchase and sell, lease and rent, any and all kinds of property, real personal or mixed.

4. To acquire the business, good-will, rights, property and assets of all kinds of any person, firm or corporation, on such terms and conditions as may be agreed upon, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation, or otherwise, and to carry on any business so acquired.

5. To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation, or corporations, of this or any other state, territory or country, and to exercise all the rights, powers and privileges of ownership, including the right to vote any stock owned by this corporation; to aid in any lawful manner such corporations, and to do all legal acts and things designed for the preservation, protection, improvement, development or enhancement of the value of the assets of any such corporation, or of its stocks, bonds, securities,

evidences of indebtedness, contracts, obligations or business.

6. To acquire by purchase, subscription, or otherwise, and to hold as an investment the stock in any other corporation and any bonds securities or evidences of indebtedness created or issued by any other corporation; to purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the same, or any part thereof; to mortgage any and all of its property, real, personal or mixed; to purchase any kind of property subject to any mortgage or pledge, and to obligate itself to payment of the same.

7. To borrow money to any extent that it may deem advisable, to incur indebtedness in any manner, and to secure payment of the same in any lawful manner, including the issue and sale, or other disposition, of its own stock, and of its bonds, warrants, debentures, obligations, negotiable and transferable instruments and other evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise, to engage in the business of manufacturing and merchandising and the lending of money; to join or consolidate with, and to enter into any agreement not in contravention of law with any persons, firms, associations or corporations in and about the carrying on of any and all kinds of business which the corporation may desire to aid, assist or promote, and which it might by itself do; to engage in and carry on any kind of business carried on by any corporation in which this corporation may have any interest, and which the laws of Washington permit a corporation with non-par-value stock to engage or carry on; to do each and every thing whatsoever which may at any time be, or become, necessary, convenient or advisable for it to do in order to accomplish or carry out all, or any, of the objects or purposes, or exercise any, or all, of the powers hereinbefore mentioned, as well as each and every of the powers expressly or impliedly conferred in or by the laws of the State of Washington

in relation to similar corporations or corporations doing substantially similar business.

### ARTICLE III.

#### CAPITAL STOCK

The capital stock of this corporation shall consist of one thousand (1,000) shares of stock without nominal or par value. Such shares of non-par-value stock may be issued by the corporation from time to time for such consideration in labor, services, money or property as may be agreed upon between the Board of Trustees of this corporation, and the corporation or person performing labor for, rendering services to, paying money to, or transferring property to this corporation for such non-par-value stock. Upon the issue of such non-par-value stock, and the receipt by this corporation of such consideration as shall be agreed upon by the Board of Trustees of this corporation and the person or corporation receiving such non-par-value stock, such non-par-value stock shall be fully paid and non-assessable, and there shall be no other or further liability upon such stock, either by the original purchaser, or any assignee or transferee of such original purchaser.

The amount of the "initial non-par-value capital" with which this corporation will begin to carry on business shall be Five Hundred (\$500.00) Dollars, and shall be fully subscribed before this corporation shall begin business.

### ARTICLE IV.

#### TIME

The time of the existence of this corporation shall be fifty (50) years from date hereof.

### ARTICLE V

#### TRUSTEES

The Board of Trustees of this corporation shall be three (3), but at the meeting of the stockholders to be held on the Third Tuesday of March, 1928, or at any subsequent meeting of the stockholder, the Board of Trustees may be increased to five (5). The number of Trustees, who shall manage the affairs of

this corporation until the third Tuesday in March, 1928, is three (3), and the names of such Trustees are: Willard E. Hauser, Paul E. Colman and George C. Morrill, all citizens of the United States, of whom Willard E. Hauser is a resident of the State of New York and Paul E. Colman and George C. Morrill are residents of the State of Washington. On the third Tuesday of March, 1928, and annually thereafter on the third Tuesday of March each Trustee shall be elected by the stockholders at their annual meeting held on such day, or at their first meeting held after such day.

#### ARTICLE VI.

##### PRINCIPAL PLACE OF BUSINESS.

The name of the City and County in which the principal place of business of the company is to be, and shall be located is the City of Seattle, County of King, in the State of Washington.

IN WITNESS WHEREOF, we, WILLARD E. HAUSER, PAUL E. COLMAN and GEORGE C. MORRILL, have hereunto set their hands and seals and made and subscribed the foregoing written ARTICLES OF INCORPORATION, in triplicate, at Seattle, Washington, this 31st day of August, 1927.

W. E. Hauser (Seal)

Paul E. Colman (Seal)

George C. Morrill (Seal)

STATE OF WASHINGTON }  
County of King } ss.

I, Donald G. Graham, a Notary Public, in and for the State of Washington, duly commissioned and sworn, do hereby certify that on this 6th day of September, 1927, before me personally appeared WILLARD E. HAUSER, PAUL E. COLMAN and GEORGE C. MORRILL, to me well known to be the identical persons described in and who executed in triplicate the foregoing Articles of Incorporation, and acknowledged to me that they signed and sealed and executed the foregoing Articles of Incorporation in triplicate as their free and voluntary act and deed, and the free and voluntary act and deed of each of them for the uses and purposes therein mentioned.

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

(DONALD G. GRAHAM )  
(NOTARY PUBLIC )  
(STATE OF WASHINGTON )  
(COMMISSION EXPIRES )  
(DEC. 11, 1929 )

Donald G. Graham  
Notary Public in and for  
the State of Washington  
Residing at Seattle.

( E N D O R S E M E N T )

State of Washington, ss.

Filed for record in the office of the Secretary of State  
Sept. 8, 1927 at 9:01 o'clock A.M.

Recorded in Book 148 Page 9 - 11

DOMESTIC CORPORATIONS

J. Grant Hinkle  
Secretary of State

STATE OF WASHINGTON )  
County of King ) ss.

I, GEORGE C. MORRILL, of the City of Seattle, State of Washington being first duly sworn on oath deposes and says: I am one of the incorporators of GRANT SMITH & CO. OF WASHINGTON and this affidavit is attached to and filed with the ARTICLES OF INCORPORATION of such company, being filed in the office of the Secretary of State of the State of Washington. The whole capital stock of the company consists of one thousand (1,000) shares of non-par-value stock. To the best of my knowledge and belief the value of the assets received, and to be received, by GRANT SMITH & CO. OF WASHINGTON in return for the issuance of its non-par-value stock does not exceed the sum of Fifty Thousand (\$50,000) Dollars and such sum may be assumed by the Secretary of State to be the amount of capitalization represented by such non-par-value stock for the purpose of fixing the filing fees and license fees to be paid by such corporation, under the laws of the State of Washington. In the event the corporation receives a greater sum for the issuance of such shares of stock a further affidavit will be filed with the Secretary of State showing the amount of such additional sum.

George C. Morrill



Subscribed and sworn to before me this 6th day of September,  
1927.

(DONALD G. GRAHAM )  
(NOTARY PUBLIC )  
(STATE OF WASHINGTON )  
(COMMISSION EXPIRES )  
(DEC. 11, 1929 )

Donald G. Graham  
Notary Public in and for the  
State of Washington,  
Residing at Seattle

#2815

ARTICLES OF INCORPORATION

OF THE

GRANT SMITH & CO., OF WASHINGTON

STATE OF IDAHO )  
County of Ada ) ss.

I hereby certify that this instrument was filed for record at the  
request of Grant Smith & Co. at 10 minutes past 10 o'clock A.M. this  
10 day of Aug. 1928.

Stephen Utter  
Ex-Officio Recorder

Fees 50¢

By Frances Wood, Deputy

STATE OF IDAHO )  
County of Ada ) ss.

I, STEPHEN UTTER, Ex-Officio recorder in and for Ada County,  
State of Idaho, do hereby certify that the annexed is a full, true  
and correct copy of certain Articles of Incorporation of the  
Grant Smith & Co., of Washington. Numbered 2815 as the same appears  
in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
official seal this 10th day of August, 1928.

*Stephen Utter*  
Ex-Officio Recorder

By *Frances Wood* Deputy