

## Department of State

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

McVAY-LABROSSE, INC.

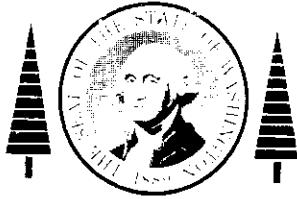
a corporation duly organized and existing under the laws of Washington has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 3rd day of January 19 77, a properly authenticated copy of its articles of incorporation, and on the 3rd day of January 19 77, a designation of James T. Knudson in the County of Kootenai 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 3rd day of January , A.D., 19 77 .

Pete T. Cenarrusa  
Secretary of State

Corporation Clerk



## STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copy of the Articles of Incorporation of McVAY-LABROSSE, INC.

which has been duly filed and recorded in my office in accordance with law; I further certify no amendments to the Articles have been filed and that the above named corporation 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, 1977; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation of said corporation.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

December 13, 1976



BRUCE K. CHAPMAN  
SECRETARY OF STATE



# STATE OF WASHINGTON | DEPARTMENT OF STATE

I, BRUCE K. CHAPMAN, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

## ARTICLES OF INCORPORATION

of McVAY-LABROSSE, INC.

a domestic corporation of Spokane, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of  
Trezona, Lorenz, Parry & Esposito  
Ste. 302, Fidelity Bldg.  
Spokane, WA 99201

Attn: Will Lorenz

Filing and recording fee \$

License to June 30, 1977. \$

Excess pages @ 25¢ \$

1368  
Microfilmed, Roll No.

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In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

December 2, 1976

BRUCE K. CHAPMAN  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
McVAY-LABROSSE, INC.

FILED  
DEC 2 1976  
SECRETARY OF STATE  
STATE OF WASHINGTON

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, LARRY DALE LABROSSE, a natural person of full age and a citizen of the United States of America, hereby form a corporation under the laws of the State of Washington; and in pursuance thereof, I hereby adopt, sign and acknowledge in triplicate the following:

ARTICLES OF INCORPORATION

I.

The name of the corporation shall be "McVAY-LABROSSE, INC."

II.

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

To engage in the business of making home improvements and to engage in any other lawful act or activity for which corporations may be organized under the general corporation laws of the State of Washington.

III.

The duration of this corporation shall not be limited to any number of years but shall be PERPETUAL.

IV.

The location and post office address of the registered office of this corporation shall be 12920 East 26th Avenue, Spokane, Washington 99216, and the directors may establish such other branch offices as in their judgment are proper. The Registered Agent at such address shall be Larry Dale LaBrosse.

V.

The total number of shares of this corporation is 5,000

having a par value of \$10 per share, making a total of \$50,000, all of said shares being nonassessable common shares. Each share of stock is entitled to one vote. Shareholders shall not have the pre-emptive right to acquire additional shares of the corporation, and cumulative voting of shares shall not be permitted.

VI.

The amount of paid-in capital with which the corporation will begin business is \$510.

VII.

The number of Directors of this corporation shall be not less than one (1) nor more than nine (9), and such number shall at all times comply with the requirements of the Washington Business Corporation Act. The number, qualifications, terms of office, manner of election, time and place of meeting, and the powers and duties of the Directors shall be such as are prescribed by the Bylaws of this corporation.

The names and post office addresses of the first Directors who shall hold office and manage the affairs of the corporation for a period of one (1) year after its incorporation, or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
LARRY DALE LABROSSE	12920 East 26th Ave., Spokane, WA 99216
HARRISON E. McVAY	1425 South Garry Rd., Liberty Lake, WA 99019

VIII.

The sole incorporator is Larry Dale LaBrosse whose post office address is 12920 East 26th Ave., Spokane, Washington 99216.

IX.

The power to adopt, alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

X.

The corporation shall indemnify any Director or Officer or former Director or Officer of the corporation, or any person who may have served at its request as a Director or Officer of another

corporation in which it owns shares of capital stock or of which it is a creditor to the full extent permitted by RCW23A.08.025 as presently enacted.

XI.

These Articles may be amended at either the annual or a special meeting of the shareholders upon proper notice. Any proposed amendment shall be adopted upon receiving the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the incorporator has executed this instrument on the 19<sup>th</sup> day of November, 1976.

Larry Dale LaBrosse  
Larry Dale LaBrosse