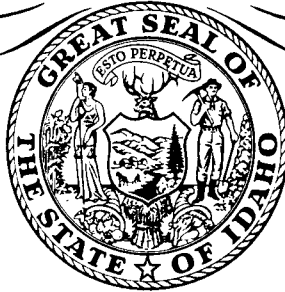


# State of Idaho



## 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

**E. D. McCarthy, 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 **25th** day of **May** 19**65**, a properly authenticated copy of its articles of incorporation, and on the **25th** day of **May** 19**65**, 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 **25th** day of **May**, A.D. 19**65**.

Secretary of State.

# UNITED STATES OF AMERICA

## THE STATE OF WASHINGTON

### Department Of State

I, **A. LOU LOU KRADER**, SECRETARY OF SOLE OF THE STATE OF WASHINGTON AND CUSTODIAN OF THE SEALS OF SAID STATE, DO HEREBY CERTIFY THAT: the annexed is a true and correct copy of the Articles of Incorporation of E. D. McCARTHY, INC., which have 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 E. D. McCARTHY, INC. 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, 1965; 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.



IT IS HEREBY CERTIFIED THAT I HAVE HERETOFORE SEEN AND EXAMINED HERETO THE SEALS OF THE STATE OF WASHINGTON, DONE AT THE CITY OF OLYMPIA ON THIS DAY OF MAY.

May 20, 1965

STANLEY W. WATKINS  
Assistant Secretary of State

**A. LOU LOU KRADER**,  
SECRETARY OF SOLE

APPROVED  
AS TO FORM AND FILED

JAN 27 1960

ARTICLES OF INCORPORATION

of

E. D. McCARTHY, INC.

VICTOR A. MEYERS  
SECRETARY OF STATE

BY *[Signature]*  
ASSISTANT SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation and do hereby become a corporation under the laws of the State of Washington, and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be "E. D. McCarthy, Inc."

ARTICLE II.

(a) The purposes for which this corporation is formed are:

(1) Directly, or through ownership of stock in any corporation, to purchase, lease, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage, and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, stores, grocery stores, supermarkets, offices, warehouses, mills, shops, factories machinery, and plants, and all structures and erections of any description on any lands owned, held, or leased by the corporation, or upon any other lands; to lease or sublet offices, stores, apartments, and other space in such building or buildings, and to sell, lease, sublet, manage, exchange, assign, transfer, convey, pledge, or otherwise alienate or dispose of any such real estate and property, and any interest therein; to engage in a general real estate

development subdivision and construction business; to buy and otherwise acquire real estate and to subdivide, plat and sell the same.

(2) Directly, or through ownership of stock in any corporation to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, pledge, hypothecate, deal in, and dispose of personal and real property of every kind, and any interest therein.

(3) To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations or securities; to purchase, acquire and own its shares of stock and shares of such capital stock so purchased or acquired may be resold unless such shall have been retired for the purpose of decreasing capital stock as provided by law; to issue its own shares of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities for the acquisition of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts purchased or acquired by it; and, while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts, to exercise all the rights of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty, or otherwise, those issuing, creating, or responsible for any such

stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts.

(4) To purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in, and dispose of mortgages covering any kind of property, tax liens, and transfers of tax liens on real estate.

(5) To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue, and grant promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures, and other negotiable or non-negotiable instruments, evidences of indebtedness and agreements; to secure the payment thereof and of the interest thereon and the performance thereof by mortgage upon, or pledge, conveyance, or assignment in the trust of, the whole or any part of the assets of the corporation, whether at the time owned or thereafter acquired; and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

(6) To conduct a general brokerage, agency and commission business for others in the purchase, sale and management of real estate for others and the negotiation of loans thereon; to purchase and sell for others personal property, stocks, bonds and notes, and to negotiate loans thereon for others; to act as mortgagee in mortgages on real or personal property or any evidences of value to secure them, and to act as agents for letting houses, lands, and the collection of rents and the payment of taxes.

(7) To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on,

pursuant to the provisions of this certificate; and to hold, utilize and in any manner dispose of the rights and property so acquired.

(8) To make any guaranty respecting dividends, stocks, securities, indebtedness, interest, contracts, or other obligations so far as the same may be permitted to be done by corporations organized under the laws of the State of Washington.

(9) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or cooperations, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the purposes of the corporation.

(10) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political, or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.

(11) To exercise all or any of the corporate powers and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement, to develop, improve, stabilize, strengthen, or extend the property and commercial interests thereof, and to aid,

assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the Stock Corporation Law.

(12) To exercise all or any of its corporate powers and rights in the State of Washington, other states, the District of Columbia, the territories, possessions or dependencies of the United States, and in foreign countries, but only in the manner and to the extent permitted by the respective laws thereof, and to establish and maintain offices and agencies, within, and anywhere outside of the State of Washington.

(13) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or associated with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Washington.

(D) Nothing herein contained shall be deemed or construed as authorizing, or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which the corporation may not, under the laws relating to corporations and associations for profit, lawfully carry on, exercise, or do.

(e) The purposes and powers specified in the clauses contained in this article are to be construed both as purposes and powers and shall, except when otherwise expressed in this article, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this, or of any other, article of this certificate, but each of the purposes and powers specified in this article shall be regarded as independent

purposes and powers; and the specifications herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of the general powers herein contained, or in limitation of the powers granted to corporations under the laws of the State of Washington, but is intended to be, and shall be held to be, in furtherance thereof.

#### ARTICLE III.

This corporation shall have perpetual existence.

#### ARTICLE IV.

The place where the principal business of this corporation shall be carried on shall be in the City of Spokane, County of Spokane, State of Washington, and the location and post office address of its registered office in this state shall be West 720 Boone Avenue, Spokane, Washington.

#### ARTICLE V.

The authorized capital of this corporation shall be \$50,000.00, consisting of 5,000 shares of capital stock of the par value of \$10.00 per share.

#### ARTICLE VI.

The amount of paid-in capital with which the corporation shall begin business shall be Five Hundred Dollars (\$500.00).

#### ARTICLE VII.

The number of directors of this corporation shall not be less than three (3) nor more than seven (7). The number, qualification, term of office and manner of election, time and place of meetings and powers and duties of directors, shall be such as are prescribed by the bylaws of this corporation. The names and post office address of the directors who shall manage



the affairs of the corporation until the first Monday in October, 1960, are as follows:

E. D. McCarthy	West 720 Boone Avenue Spokane, Washington
Scott B. Lukins	1114 Old National Bank Bldg. Spokane, Washington
Allan H. Toole	1114 Old National Bank Bldg. Spokane, Washington

#### ARTICLE VIII.

The name and post office address of each of the incorporators and a statement of the number of shares subscribed by each is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
E. D. McCarthy	West 720 Boone Avenue Spokane, Washington	48
Scott B. Lukins	1114 Old Nat'l Bank Bldg. Spokane, Washington	1
Allan H. Toole	1114 Old Nat'l Bank Bldg. Spokane, Washington	1

#### ARTICLE IX.

The authority to make Bylaws for this corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of the shareholders to change or repeal such Bylaws.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, in triplicate, this 15th day of January, 1960.

E. D. McCarthy  
Scott B. Lukins  
Allan H. Toole

STATE OF WASHINGTON)  
County of Spokane ) ss

I, the undersigned, a Notary Public in and for the above named county and state, do hereby certify that on this 15th day of January, 1960, personally appeared before me E. D. MCCARTHY, SCOTT B. LUKINS and ALLAN H. TOOLE, to me known to be the individuals described in and who executed the within and foregoing 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.

GIVEN under my hand and official seal the day and year first above written.

E. D. McCarthy  
NOTARY PUBLIC in and for the State  
of Washington, residing at Spokane