

# State of Idaho

## Department of State

### CERTIFICATE OF AUTHORITY OF

CBI INSPECTION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CBI INSPECTION, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to CBI INSPECTION, INC. to transact business in this State under the name CBI INSPECTION, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: March 09, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By

*Angie Hales*

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is CBI Inspection, Inc.

2. The name which it shall use in Idaho is CBI Inspection, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is January 2, 1992 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 800 Jorie Boulevard, Oak Brook, IL 60522-7001

7. The street address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
See Attached Exhibit A

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>L.E. Akin, Chairman of Board &amp; Director</u>		<u>800 Jorie Blvd. Oak Brook, IL 60522-7001</u>
<u>J.S. McCabe, President and Director</u>		<u>800 Jorie Blvd. Oak Brook, IL 60522-7001</u>
<u>W. Hicklen, Vice President &amp; Director</u>		<u>800 Jorie Blvd. Oak Brook, IL 60522-7001</u>
<u>S.L. Biagini, Vice President, Treasurer &amp; Director</u>		<u>800 Jorie Blvd. Oak Brook, IL 60522-7001</u>
<u>C.C. Toerber</u>	<u>Secretary</u>	<u>800 Jorie Blvd. Oak Brook, IL 60522-7001</u>

(continued on reverse)

Name

Office

Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: January 5, 1992

CBI Inspection, Inc.

(Corporation Name)

By

J.S. McCabe

Its President/ ~~Vice President~~ (please specify)

and

C.C. Toerber

Its Secretary/ ~~Assistant Secretary~~ (please specify)

STATE OF Illinois )

) ss:

COUNTY OF DuPage )

I, Annemarie M. Maley, a notary public, do hereby certify that on this 5th day of January, 19 92, personally appeared before me J.S. McCabe and C.C. Toerber, who being by me first duly sworn, declared that ~~they~~ are the President and Secretary of CBI Inspection, Inc.

they

that ~~they~~ signed the foregoing document as President and Secretary of the corporation and that the statements therein contained are true.

Annemarie M. Maley  
Notary Public

"OFFICIAL SEAL"

Annemarie M. Maley

Notary Public, State of Illinois

My Commission Expires 6/25/95

## **Exhibit A**

### **Business Purpose:**

(a) To purchase, or otherwise acquire, for investment or otherwise, to hold, sell, transfer, mortgage, pledge, exchange or otherwise deal in or dispose of bonds, mortgages, debentures, shares or obligations of any corporation, foreign or domestic, and to exercise in respect thereof all the rights, powers and privileges of individual owners thereof.

(b) To build, manufacture, fabricate, construct, assemble, develop, experiment with, produce, import, export, charter, hire, or otherwise acquire, own, maintain, sell, lease, transfer, hold, operate, use, install, equip, replace, service, process, reprocess, repair, remodel, recondition, assign, mortgage, pledge or otherwise generally dispose of, trade and deal in, goods, chattels, wares, merchandise and personal property or every class and description.

(c) To purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges of whatsoever kind and description.

(d) To engage in research, experimental, laboratory and developmental work in connection with any or all of its purposes, to act as research counsellors and consultants, and in connection therewith to render management, research, technical and advisory services to persons, firms, corporations and others.

(e) To purchase, lease or otherwise acquire the whole or any part of the business, good will, rights and property of any kind, or any person, firm, association or corporation, and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation and to pay for the same in cash, stock, bonds, evidences of indebtedness or property of the corporation or otherwise.

(f) To purchase, lease or otherwise acquire and to register, hold, develop, experiment with, own, maintain, sell, transfer, use, enjoy, operate, introduce, assign, pledge or otherwise generally dispose of, trade and deal in, all patent rights and letters patent of the United States, or of any other country, inventions, designs, formulae, concessions, trade-marks, trade names, brands, labels, copyrights, know-how, improvements and processes, whether or not used in connection with or secured under letters patent of the United States or of any other country, and to apply for, obtain and register, copyrights, trade-marks and patents in connections with the same, and to grant or accept licenses or territorial rights in respect thereof or otherwise turn the same to account.

(g) To draw, make, accept, discount, endorse, execute and issue bonds, debentures, promissory notes and all other transferable or negotiable instruments.

**Exhibit A (Continued)**

(h) To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of indebtedness, and also to guarantee and secure the payment or satisfaction of interest on obligations and of dividends on shares of the capital stock of other corporations; also to assume and guarantee the whole or any part of the liabilities, existing or prospective, of any person, corporation, firm or association; and to aid in any manner any other person or corporation with which it has business dealings, or whose stocks, bonds, or other obligations are held or are in any manner guaranteed by the corporation, and to do any other acts and things for the preservation, protection, improvement or enhancement of the value of such stocks, bonds, or other obligations.

(i) To purchase, hold, sell and reissue shares of its own stock.

(j) To issue or exchange stocks, bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business; to borrow money without limit; to mortgage or pledge its franchises, real or personal property, income and profits accruing to it, any stocks, bonds or other obligations, or any property which may be acquired by it, and to secure any bonds or other obligations by it issued or incurred.

(k) To act as agents or subagents, brokers and factors for any person, firm, association, corporation or government; and to employ any subagent for any principal whether disclosed or undisclosed, or to act as principal and to employ any agent or subagent, all for the purpose of obtaining or acquiring by any means any contract, charter, lease, agreement or property of any nature or for any other purpose whatsoever; to act as intermediary, broker or negotiator between principals and/or agents including, inter alia, lessors, lessees, charterers, buyers, sellers, mortgagors, mortgagees, pledgors and pledgees; and to make agreements, contract or charters in its own name or in the name of any person, firm, association or corporation which it represents.

(l) To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its property, as contractor, subcontractor, principal, agent, commission merchant, attorney in fact, broker, factor, or in any other capacity or in any combination of capacities; to conduct its business in either inside or outside its state of incorporation in the United of America, and in foreign countries; and to hold, purchase, lease or otherwise acquire, sell mortgage and convey or otherwise dispose of, without limit, real and personal property, either in or out of the corporation's state of incorporation, and to have and to exercise all the powers not inconsistent with the laws of the State of Idaho.

(m) To do all and everything necessary, suitable or proper 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, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which the corporation is organized.



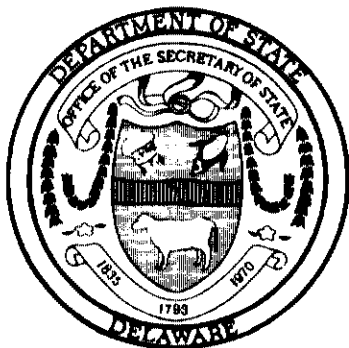
MAR 9 3 35 PM '92  
SECRETARY OF STATE

## Office of Secretary of State

I, JEFFREY D. LEWIS, ACTING SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CBI INSPECTION, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

\* \* \* \* \*



722014024

*Jeffrey D. Lewis*  
\_\_\_\_\_  
ACTING SECRETARY OF STATE

AUTHENTICATION:

\*3309120

DATE:

01/14/1992