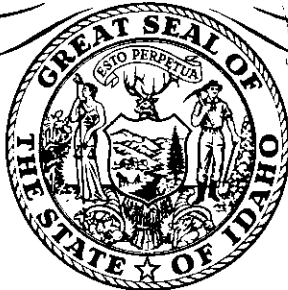


State of Idaho



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

SPARKMAN AND McLEAN COMPANY

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 **Fifth** day of **June**, **19 63**, a properly authenticated copy of its articles of incorporation, and on the **Fifth** day of **June**, **19 63**, a designation of **Marvin H. Wood** 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 **5th** day of **June**, A.D. **1963**.

Secretary of State.

United States of America
State of Washington

DEPARTMENT



OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I,

Victor A. Meyers

Secretary of State of the

State of Washington and custodian of the Seal of said State, do hereby

certify that the annexed is a true and correct copy of the Articles of Incorporation of SPARKMAN AND McLEAN COMPANY and all amendments thereto which have been duly filed and recorded in my office in accordance with law; I further certify that SPARKMAN AND McLEAN COMPANY 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, 1963; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.



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 17th *day of* May *A.D. 19* 63

Victor A. Meyers

Secretary of State

By

James C. Lumber

Assistant Secretary of State

✓

We the undersigned, J. M. Sparkman and S. McLean, for the purpose of organizing a corporation under the laws of the State of Washington, do hereby execute these Articles in triplicate and state, that

I

The name of the said corporation shall be "Sparkman and McLean Company"

II

The business of the said corporation shall be,

1. To acquire all forms and kinds of property, real, personal and mixed, and to use the same.
2. To sell, transfer and encumber all property owned by the said corporation.
3. To act as real estate, loan and insurance agent and as agent for others in the purchase, sale or incumbrance of property, real, personal or mixed and to rent property and collect rentals.
4. To borrow and lend money.
5. To operate railways, tramways, boats, vessels, ships and all other agencies and means of transportation.
6. To engage in mining, farming, milling, logging, lumbering, shipping, transportation and merchandising.
7. To do all the acts and things convenient and necessary to the powers assumed by the said corporation.

III

The capital stock of the said corporation shall be One Hundred Thousand Dollars, divided into One Hundred shares of the par value of One Thousand Dollars each.

IV

The term of the existence of the said corporation shall be Fifty Years.

V

The principal office and place of business of the said corporation shall be at the City of Seattle in King County, Washington.

VI

The number of trustees shall be two (2) and the names of the trustees who shall manage the affairs of the said corporation for the period of two months are, J. M. Sparkman and S. McLean.

IN WITNESS WHEREOF the parties hereto have signed their names hereto and executed these articles in triplicate this 9th day of July 1906.

J. M. Sparkman
S. McLean

STATE OF WASHINGTON, }
COUNTY OF KING } SS.

This is to certify that on the day of the date hereof, before me the undersigned Notary, personally appeared J. M. Sparkman and S. McLean, to me known to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same voluntarily for the uses and purposes mentioned therein.

[Signature]
NOTARY PUBLIC FOR THE STATE OF
WASHINGTON RESIDING AT SEATTLE

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
SPARKMAN & McLEAN COMPANY

APPROVED
AND FILED

NOV 20 1950

EARL COE
SECRETARY OF STATE

BY *Raymond*
Secretary of State

This is to certify that at a special meeting of the shareholders of Sparkman & McLean Company, a Washington Corporation, called for the purpose, at which meeting all shareholders were in attendance, the following resolution, amending the articles of incorporation, was adopted by the unanimous vote of all shareholders:

BE IT RESOLVED: that ARTICLE III of the Articles of Incorporation be and the same is hereby amended by striking the same and substituting therefore the following:

ARTICLE III

The capital Stock of the said corporation shall be Three Hundred Thousand Dollars, divided into One Hundred shares of Common Stock of the par value of One Thousand Dollars as provided under the terms of the original Articles of Incorporation of this company; and an additional series of Two Thousand Shares of 6% First Series Preferred Stock, having a par value of \$100.00 per share, subject to the following statement of relative rights, voting power, preferences and restrictions.

1. The preferred stock shall be entitled to an additional 2% participation dividend from the annual earnings of the corporation, if any, after a dividend of 2% from such earnings is first paid to the holders of the common stock.

2. Voting rights shall be limited to the holders of common stock, provided only that if the corporation fails to pay the 6% annual dividend for the period of one year, the entire voting power of the common stockholders shall pass to the holders of the above described preferred stock. The voting power shall remain with the preferred stockholders only until the accrued dividends have been paid to said stockholders.

ROLL No.
17
PAGE No.

3. On distribution of the assets of the corporation for any purpose, or the sale thereof for any purpose or cause, the par value of the preferred stock and all cumulative dividends shall be first paid before the common stock or any dividend thereon is paid.

4. Any share of the preferred stock may be redeemed by the corporation on any dividend payment date at \$105.00 plus accrued dividends.

5. The 6% dividends on the preferred stock shall be computed and paid quarterly on the first day of each calendar quarter.

6. The additional 2% participation in earnings on preferred stock, shall be computed, and if payable, paid, on any date that dividends are paid on common stock.

BE IT FURTHER RESOLVED that ARTICLE IV of the Articles of Incorporation be and the same is hereby amended by striking the same and substituting therefore the following:


ARTICLE IV

The term of existence of this Corporation shall be perpetual.

Subscribed and sworn to before the undersigned notary public.


President


Secretary


Notary Public in and for the State
of Washington, residing at Seattle.

We the undersigned, being the holders of all of the common

ROLL No.

17

PAGE No.

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stock of Sparkman & McLean Company, a Washington Corporation,
consent to the above amendment to the Articles of Incorporation
thereof.

Ernest R. Smith
1 SHARE

Walter H. Haddad
1 SHARE

Robert M. Haddad
1 SHARE

Robert Haddad
75 SHARES

Julius Haddad
1 SHARE

John Haddad
1 SHARE

ROLL No.

17

PAGE No.

005

APPROVED
AND FILED

MAY 17 1955

EARL COE
SECRETARY OF STATE

BY

Assistant Secretary of State

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

SPARKMAN & McLEAN COMPANY

Increasing Capital Stock - First Series 6% Preferred.

This is to certify that at a special meeting of the shareholders of Sparkman & McLean Company, a Washington Corporation, called for the purpose at the registered office of the Corporation at Seattle, Washington on the 28th day of February, 1955, pursuant to due notice, at which meeting all shareholders having voting power in said corporation were in attendance, the following resolution was adopted by the unanimous vote of all such shareholders:

Resolution No. 120

BE IT RESOLVED that Article III of the Articles of Incorporation of this corporation be and the same are hereby amended by adding thereto the following:

7. In addition to the capital stock heretofore authorized to be issued by this corporation the corporation shall issue 1,000 shares of 6% First Series Preferred Stock, having a par value of \$100.00, and having the same rights, privileges, powers, redemptions, and participation as the series of 8% First Series Preferred Stock heretofore authorized by these articles.

8. Shares shall be evidenced by certificates identical in all respects to the 8% First Series Preferred Certificates, except only that the interest rate as appears thereon shall be 6% per annum.

WITNESS our hands and Corporate Seal this 28th day of February, 1955

Attest:

Ernest R. Cluck
Secretary.

J. Harold Sparkman
President

STATE OF WASHINGTON)
(ss
County of King)

On this 28th day of February, 1955, personally appeared before me J. Harold Sparkman and Ernest R. Cluck, to me known to be the individuals above named, and they acknowledged to me that they executed the above instrument as President and Secretary, respectively, of the Corporation above named, that they were authorized so to do, and the averments therein contained are true.

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

SPARKMAN & McLEAN COMPANY

This is to certify that at a special meeting of the shareholders of Sparkman & McLean Company, a Washington Corporation, called for the purpose at the registered office of the Corporation at Seattle, Washington on the 4th day of June, 1957, pursuant to due notice, at which meeting all shareholders having voting power in said corporation were in attendance, the following resolution was adopted by the unanimous vote of all such shareholders:

Resolution No. 316 as amended

BE IT RESOLVED THAT Article III of the Articles of Incorporation of this corporation as amended is hereby stricken and the following substituted therefore:

ARTICLE III

The capital stock of this corporation shall be:

1. 100 shares of common stock having a par value of \$1,000.00 per share
2. 2,000 shares of 8% first series preferred stock having a par value of \$100.00 per share
3. 2,000 shares of 6% first series preferred stock having a par value of \$100.00 per share

The voting power of this corporation shall remain in the common shareholders, except only as noted below. All shares of first series preferred stock shall have the following rights, preferences, privileges, powers and restrictions which shall be set forth on the certificates.

1. DIVIDENDS. The holder of this certificate shall be entitled to receive dividends at the rate stated hereon, payable quarterly on the first day of each quarter of the calendar year, such dividends to be cumulative and payable out of the net earnings of the company so long as said stock is outstanding, such payment of dividends to be prior to all other stock dividends.

2. VOTING RIGHTS. The holder of this stock shall have no voting rights except in the event of failure of the corporation to pay the preferred dividends for four quarterly periods, in which case the entire voting power of the common stockholders of the corporation shall pass to the holders of the preferred stock as provided in the by-laws in effect at the time of such default, and shall remain in such preferred stock until its net earnings are sufficient to pay up arrears in its dividends.

APPROVED
AND FILED

JUN 10 1957

VICTOR A. MEYERS
SECRETARY OF STATE
BY *Ray J. Geoman*
ASSISTANT SECRETARY OF STATE

3. DISTRIBUTION RIGHTS. In the event of dissolution, bankruptcy, or termination of this corporation, the par value of all the preferred stock and all cumulative dividends thereon shall be paid in full before the common stock or any part thereof or any dividend thereon is paid.

4. REDEMPTION. This preferred stock is redeemable at the option of the corporation on any dividend date without regard to date of issue or serial number at \$105.00 and accrued dividends.

WITNESS our hands and Corporate Seal this 4th day of June, 1957


President

Attest:


Secretary

STATE OF WASHINGTON }
County of King } ss

On this 4th day of June, 1957, personally appeared before me J. Harold Spinkman and Ernest E. Gluck, to me known to be the individuals above named, and they acknowledged to me that they executed the above instrument as President and Secretary, respectively, of the Corporation above named, that they were authorized so to do, and the statements therein contained are true.


Notary Public

**APPROVED
AND FILED**

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

MAR 24 1958

SPARKMAN AND McLEAN COMPANY

VICTOR A. MEYERS

SECRETARY OF STATE

BY *Jay McLean*
ASSISTANT SECRETARY OF STATE

This is to certify that at a special meeting of the shareholders of SPARKMAN AND McLEAN COMPANY, a Washington Corporation, called for the purpose at the registered office of the Corporation at Seattle, Washington on the 18th day of March, 1958, pursuant to due notice, at which meeting all shareholders having voting power in said corporation were in attendance, the following resolution was adopted by the unanimous vote of all such shareholders:

RESOLUTION NO. 325

BE IT RESOLVED THAT Article III of the Articles of Incorporation of this corporation as amended by Resolution No. 316, is hereby stricken and the following substituted therefor:

ARTICLE III

The capital stock of this corporation shall be:

1. 100 shares of common stock having a par value of \$1,000.00 per share.
2. 3000 shares of 8% first series preferred stock having a par value of \$100.00 per share.
3. 4000 shares of 6% first series preferred stock having a par value of \$100.00 per share.

The voting power of this corporation shall remain in the common shareholders, except only as noted below. All shares of first series preferred stock shall have the following rights, preferences, privileges, powers and restrictions which shall be set forth on the certificates.

1. **DIVIDENDS.** The holder of this certificate shall be entitled to receive dividends at the rates stated hereon, payable quarterly on the first day of each quarter of the calendar year, such dividends to be cumulative and payable out of the net earnings of the company so long as said stock is outstanding, such payment of dividends to be prior to all other stock dividends.

2. **VOTING RIGHTS.** The holder of this stock shall have no voting rights except in the event of failure of the corporation to pay the preferred dividends for four quarterly periods, in which case the entire voting power of the common stockholders of the corporation shall pass to the holders of the preferred stock as provided in the by-laws in effect at the time of such default, and shall remain in such preferred stock until its net earnings are sufficient to pay up arrears in its dividends.

3. **DISTRIBUTION RIGHTS.** In the event of dissolution, bankruptcy, or termination of this corporation, the par value of all

the preferred stock all cumulative dividends thereon shall be paid in full before the common stock or any part thereof or any dividend thereon is paid.

4. REDEMPTION. This preferred stock is redeemable at the option of the corporation on any dividend date without regard to date of issue or serial number at \$105.00 and accrued dividends.

WITNESS our hands and Corporate Seal this 21st day of March, 1958.

J. Harold Sparkman
President

Attest

/s/ Ernest R. Cluck

Secretary

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 21st day of March, 1958, personally appeared before me J. HAROLD SPARKMAN and ERNEST R. CLUCK, to me known to be the individuals above named, and they acknowledged to me that they executed the above instrument as President and Secretary, respectively, of the Corporation above named, that they were authorized so to do, and the averments therein contained are true.

Notary Public in and for the State
of Washington, residing at Seattle.

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

SPARKMAN & McLEAN COMPANY

This is to certify that at a special meeting of the shareholders of Sparkman & McLean Company, a Washington Corporation, called for the purpose at the registered office of the Corporation at Seattle, Washington on the 23rd day of May, 1957, pursuant to due notice, at which meeting all shareholders having voting power in said corporation were in attendance, the following resolution was adopted by the unanimous vote of all such shareholders:

Resolution No. 316

BE IT RESOLVED THAT Article III of the Articles of Incorporation of this corporation as amended is hereby stricken and the following substituted therefore:

ARTICLE III

The capital stock of this corporation shall be:

1. 100 shares of common stock having a par value of \$1,000.00 per share
2. 2,000 shares of $\frac{8}{8}$ first series preferred stock having a par value of \$100.00 per share
3. 2,000 shares of $\frac{6}{8}$ first series preferred stock having a par value of \$100.00 per share

The voting power of this corporation shall remain in the common shareholders, except only as noted below. All shares of first series preferred stock shall have the following rights, preferences, privileges, powers and restrictions which shall be set forth on the certificates.

1. DIVIDENDS. The holder of this certificate shall be entitled to receive dividends at the rate of $\frac{8}{8}$ per annum, payable quarterly on the first day of each quarter of the calendar year, such dividends to be cumulative and payable out of the net earnings of the company so long as said stock is outstanding, such payment of dividends to be prior to all other stock dividends.

2. VOTING RIGHTS. The holder of this stock shall have no voting rights except in the event of failure of the corporation to pay the preferred $\frac{8}{8}$ dividends for four quarterly periods, in which case the entire voting power of the common stockholders of the corporation shall pass to the holders of the preferred stock as provided in the by-laws in effect at the time of such default, and shall remain in such preferred stock until its net earnings are sufficient to pay up arrears in its dividends.

APPROVED
AND FILED

MAY 29 1957

VICTOR A. MEYERS

SECRETARY OF STATE

BY *Ray J. Jeoman*
ASSISTANT SECRETARY OF STATE

1609

3. DISTRIBUTION RIGHTS. In the event of dissolution, bankruptcy, or termination of this corporation, the par value of all the preferred stock and all cumulative dividends thereon shall be paid in full before the common stock or any part thereof or any dividend thereon is paid.

4. REDEMPTION. This preferred stock is redeemable at the option of the corporation on any dividend date without regard to date of issue or serial number at \$105.00 and accrued dividends.

WITNESS our hands and Corporate Seal this 23rd day of May, 1957


President

Attest:


Secretary

STATE OF WASHINGTON)
) ss
County of King

On this 23rd day of May, 1957, personally appeared before me J. Harold Sparkman and Ernest R. Cluck, to me known to be the individuals above named, and they acknowledged to me that they executed the above instrument as President and Secretary, respectively, of the Corporation above named, that they were authorized so to do, and the averments therein contained are true.


Notary Public

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

SPARKMAN AND McLEAN COMPANY

APPROVED
AND FILED

APR 22 1959

VICTOR A. MEYERS

SECRETARY OF STATE
BY *Elizabeth C. G. [Signature]*
SUPERVISOR OF CORPORATIONS

This is to certify that at a special meeting of the shareholders of SPARKMAN AND McLEAN COMPANY, a Washington Corporation, called for the purpose at the registered office of the Corporation at Seattle, Washington on the 21st day of April, 1959, at which meeting all shareholders having voting power in said corporation were in attendance, the following resolution was adopted by the unanimous vote of all such shareholders:

RESOLUTION NO. 346

BE IT RESOLVED THAT Article III of the Articles of Incorporation of this corporation as amended, is hereby further amended to increase the authorized capital to \$2,000,000.00 total.

1. The 30 First Series Preferred Stock having \$100.00 par value per share increased to a total of 4,000 shares.
2. The 60 First Series Preferred Stock having \$100.00 par value per share increased to a total of 15,000 shares.
3. The remainder of Article III to remain the same.

WITNESS our hands and Corporate Seal this 21st day of April, 1959.

[Signature]
President

Attest:

[Signature]
Secretary

STATE OF WASHINGTON)

)ss.

COUNTY OF KING)

On this 21st day of April, 1959, personally appeared before me J. Harold Sparkman and Ernest R. Cluck, to me known to be the individuals above named, and they acknowledged to me that they executed the above instrument as President and Secretary, respectively, of the Corporation above named, that they were authorized so to do, and the averments therein contained are true.

[Signature]
Notary Public in and for the State
of Washington, residing at Seattle.