



## 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

#### GARCAN STEEL STRUCTURES CORPORATION

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 **October**,

**19 64**, a properly authenticated copy of its articles of incorporation, and on the **Fifth** day of **October** **19 64**, a designation of **X. H. Eberle** <sup>or</sup> **W. C. Roden** 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 **October**,  
A.D. 19 **64**

Secretary of State.

United States of America  
 State of Washington

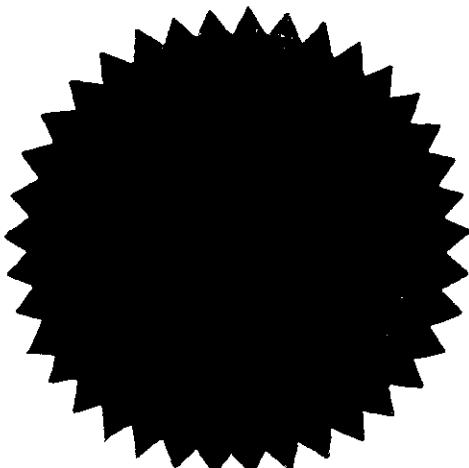
**DEPARTMENT**



**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 and all amendments thereto of TIMBERIB BUILDING DISTRIBUTORS, INC., including Amendatory Articles changing the name to GARCEAU STEEL STRUCTURES CORPORATION, which have been duly filed and recorded in my office in accordance with law; I further certify that GARCEAU STEEL STRUCTURES 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, 1965; 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 hereunto the Seal of the State of Washington. Done at the Capitol, at Olympia, this 1st day of October A.D. 19 64

Victor A. Meyers

Secretary of State

By James G. Dunbar  
 Assistant Secretary of State

ARTICLES OF INCORPORATION

OF

TIMBERIB BUILDING DISTRIBUTORS, INC.

APPROVED  
AND FILED  
NOV 26 1954  
EARL COE  
SECRETARY OF STATE  
BY *Wayne L. Garneau*  
Assistant Secretary of State

KNOW ALL MEN BY THESE PRESENTS:

That we, WAYNE L. GARCEAU, DENNIS L. FREY, WILLIAM C. PENICK and ALLEN E. GARCEAU, all citizens of the United States, being desirous of forming a corporation for the purposes hereinafter specified and in pursuance of the laws of the State of Washington, do hereby make, execute and acknowledge in triplicate the following written Articles of Incorporation:

I.

The name of this corporation shall be TIMBERIB BUILDING DISTRIBUTORS, INC.

II.

The purposes for which the said corporation is formed are as follows, to-wit:

1. To manufacture, fabricate, distribute, and sell packaged farm, commercial and industrial buildings and roofs.
2. To buy, sell, barter, exchange and deal in any and all lumber, metals, and other construction and building materials including all classes of goods, wares, merchandise and articles of trade used in, about or in connection with buildings of all types of construction.
3. To conduct and carry on the business of builders and general contractors for the purpose of building, erecting, altering, repairing, moving, demolishing, or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever, including the locating, laying out and construction of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, railroad or street railways, power plants and generally all classes of buildings, erections and works, both public and private, or integral parts thereof.
4. To purchase or otherwise acquire, own or hold without limit real and personal property of every kind and description within and without the State of Washington and in any part of the world, suitable, necessary, useful or advisable in connection with any or all of the objects and purposes herein set forth;

to acquire, construct, own, hold and operate all buildings, warehouses, storage facilities useful in connection with the purposes of the company, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any such properties.

5. To purchase and acquire by any and all means construction equipment, materials and supplies, and to treat, manufacture and process any and all types and kinds of construction equipment, materials and supplies and to sell or otherwise dispose of as a wholesaler or retailer and in every manner construction equipment, materials and supplies, and in all manner to deal in all and sundry construction equipment, materials and supplies.

6. To purchase or otherwise acquire all the property, assets, good will and rights belonging thereto; to assume all the liabilities and obligations, thereof, and take over as a going concern the business or property of any company engaged in a business similar to the purposes for which this corporation is organized, and to do so either by acquiring the shares, stocks, or other securities thereof, or otherwise; to exercise all or any of the powers of the holders of shares, stocks, or securities thereof, and to receive and distribute as profits the dividends and interest in such shares, stocks, and securities; to organize or cause to be organized under the laws of the State of Washington, or of any state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized; to manage, conduct, and carry on the whole or any part of any such business acquired or organized; and to dissolve, wind up, litigate, merge or consolidate any such corporation or corporations acquired or organized.

7. To purchase, hold, sell, exchange, or transfer, or otherwise deal in shares of its own capital stock, bonds or other obligations; provided, that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause an impairment of the capital of this corporation; to subscribe or cause to be subscribed for, and to purchase and otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, exchange, distribute and otherwise dispose of the whole or any part of the shares of capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, good will, rights and assets of any kind, of any other corporation or corporations, now or hereafter existing, whether created under the laws of this or another state, territory or country.

8. To purchase or otherwise acquire any and all letters patent, copyrights, trade marks and similar rights granted by the United States, or any other country or government or state, licenses and the like, or any other interest therein, or any invention which may seem capable of being used for or in connection with any of the objects or purposes of this corporation, and to use, develop, sell and grant licenses in respect thereto, or other interests therein.

9. To borrow money of any person, firm or corporation, and to issue bonds, debentures, promissory notes, drafts, bills of exchange, warrants or other

Obligations or evidences of indebtedness of this corporation from time to time for any of the objects or purposes of this corporation, whether secured or not, and to secure the same by mortgage, pledge, deed of trust, or by any other lawful means.

10. To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association, corporation, municipality, body politic, county, territory, state, government, or colony or dependency thereof.

11. To obtain from any governmental authority, nation, state, municipal, local or otherwise, foreign or domestic rights, easements, privileges, subsidies, gifts, franchises, charters, grants, patents or concessions, relating to or for the promotion or protection of the purposes of this corporation.

12. To have and maintain offices to conduct its business and promote its objects, within or without the State of Washington, in other states, the District of Columbia, territories and colonies of the United States, and in and out of foreign countries, without restriction as to place or extent.

13. To act as agents, contractors, representatives, trustees or otherwise; and to act and carry out its purposes by or through agents, factors, or representatives.

14. To lay off realty into lots and blocks, streets, alleys and parks, and to dedicate such portion thereof to the public as the company may think proper.

15. To have and exercise all of the powers conferred by the laws of the State of Washington.

16. To carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

17. In general, to do any and all things necessary, suitable or proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, and to do any and all other acts and things incidental or pertinent to or connected with the purposes of this corporation.

It is the intention that the objects, purposes and powers specified above be in no manner limited or restricted by reference to or inference from the terms of any other clause or paragraph in this incorporation, but that the objects, purposes and powers specified herein, and each of the powers and purposes set forth, shall be regarded as independent objects, purposes and powers, but none of such specific powers shall be construed to limit or restrict in any manner the general powers of the corporation.

III.

The time of existence of this corporation shall be perpetual.

IV.

The location of the principal place of business of this corporation shall be in the City of Spokane, Spokane County, Washington, and the post office address of such principal place of business shall be East 3919 Trent Avenue, Spokane, Washington.

V.

The capital of this corporation shall be Two Hundred Thousand Dollars (\$200,000.00) divided into 2,000 shares of common stock with a par value of One Hundred Dollars (\$100.00) per share.

VI.

The amount of paid-in capital with which this corporation shall commence business is Five Hundred Dollars (\$500.00).

VII.

The first directors who will manage the affairs of this corporation until May 23, 1955, together with their post office addresses, are as follows:

<u>Name</u>	<u>Address</u>
Wayne L. Garceau	East 3004 - 18th Ave., Spokane, Washington
Dennis L. Frey	East 3324 Congress Ave., Spokane, Washington
Celia E. Garceau	East 3004 - 18th Ave., Spokane, Washington

VIII.

The names of each of the incorporators of this corporation, together with their post office addresses and the number of shares of common stock having a par value of \$100.00 per share subscribed by each, are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Wayne L. Garceau	E. 3004 - 18th Ave., Spokane, Wash.	2
Dennis L. Frey	E. 3324 Congress Ave., Spokane, Wash.	1
William C. Penick	E. 3303 - 19th Ave., Spokane, Wash.	1
Allen E. Garceau	E. 3717 - 24th Ave., Spokane, Wash.	1

IN WITNESS WHEREOF, we have hereunto set our hands and seals in triplicate this 24th day of November, 1954.

Wayne L. Garceau  
Dennis L. Frey  
William C. Penick  
Allen E. Garceau

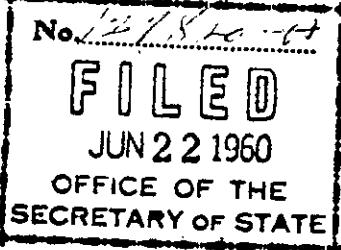
STATE OF WASHINGTON )  
COUNTY OF SPOKANE ) : ss.

I, the undersigned, a Notary Public in and for the above named county and state, do hereby certify that on this 24th day of November, 1954, personally appeared before me WAYNE L. GARCEAU, DENNIS L. FREY, WILLIAM C. PENICK and ALLEN E. GARCEAU, to me known to be the individuals described in and who executed the within 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 last above written.

Lyle D. Kitter  
Notary Public in and for the State  
of Washington, residing at Spokane.

NOTICE OF CHANGE OF ADDRESS OF  
REGISTERED OFFICE



\*\*\*\*\*  
\* Filing Fee \$5.00

At a meeting of the Board of Directors of the

Garceau Steel Structures Corp. held  
(Name of Corporation)

On December 24 1959,  
at which all members were present, it was duly  
resolved to change the address of the registered  
office of this corporation to

E. 5500 Broadway, Spokane, Washington

John C. Penick  
PRESIDENT

John C. Penick  
SECRETARY

Subscribed and sworn to before me this    day of  
19  .

(SEAL)

Notary Public in and for the  
State of Washington residing  
at

NOTARY PUBLIC  
JUN 10 1960

AGREEMENT OF MERGER

THIS AGREEMENT, made and entered into this 25th day of October, 1957, by and between WAYNE L. GARCEAU, DENNIS L. FREY and CELIA E. GARCEAU, being all of the directors of TIMBERIB BUILDING DISTRIBUTORS, INC., a corporation organized and existing under the laws of the State of Washington, hereinafter referred to as "Distributors", and WAYNE L. GARCEAU, DENNIS L. FREY and CELIA E. GARCEAU, being all of the directors of TIMBERIB ERECTORS, INC., a corporation organized and existing under the laws of the State of Washington, and hereinafter referred to as "Erectors",

WITNESSETH:

1. That Erectors own and possess no real property and has been engaged exclusively in the business of constructing and erecting buildings and structures and that its sole properties and assets consist of small articles of personal property, cash and various accounts receivable including work in progress.
2. That Erectors shall transfer to Distributors all of its assets of whatsoever kind or nature, including all debts owing to it, unpaid subscriptions to its corporate stock, or any other choses in action, together with the good will of Erectors and together with any rights which it may have in the business of builders and general contractors for the purpose of building, erecting, altering, repairing, moving, demolishing, or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever, including the locating, laying out and construction of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, railroad or street railways, power plants and generally all

classes of building, erections and works, both public and private, or integral parts thereof, and any contracts it may have for the performance of any such work.

3. Erectors will furnish to the Distributors a list of all of its creditors and in consideration hereof, Distributors will assume and agree to pay all of the debts and liabilities of Erectors as the same become due and payable.

4. Distributors will issue and deliver to the shareholders of Erectors one share of the capital stock of Distributors for each one share of the capital stock of Erectors held by such shareholders in Erectors upon such shareholder surrendering his certificate of stock or right to stock in Erectors, provided, that on any shares of stock of Erectors which are not fully paid for, an adjustment will be made with such shareholder and upon the surrender of such certificates or rights in Erectors, the said certificates or rights shall be cancelled.

5. That the said Distributors corporation and the said Erectors corporation shall be merged and the Distributors corporation shall survive the merger.

6. Since the directors of each corporation are identical, the directors of Distributors shall continue to act as directors of the merged corporations for the term for which they have heretofore been elected.

7. That this agreement is entered into by the directors of each corporation pursuant to the unanimous vote of the directors of each corporation at a special meeting of each heretofore had approving this agreement in form and context.

IN WITNESS WHEREOF, the parties to this agreement have signed their names this day as directors of their respective

corporations.

Wayne L. Baccus

Dennis L. Frey

Elaine L. Gossen

Directors, Timberib Building  
Distributors, Inc.

Wayne L. Baccus

Dennis L. Frey

Elaine L. Gossen

Directors, Timberib Erectors, Inc.

This is to certify that at a special meeting of the shareholders of TIMBERIB BUILDING DISTRIBUTORS, INC., held at 514 Spokane and Eastern Building, Spokane, Washington, on Friday, October 25, 1957, pursuant to legal call and waiver of notice of such meeting, all stockholders of Timberib Building Distributors, Inc., were present and all such stockholders of such corporation voted unanimously in favor of adoption of the foregoing agreement of merger between Timberib Building Distributors, Inc., and Timberib Erectors, Inc.

William C. Henrich  
Secretary, Timberib Building  
Distributors, Inc.

In Witness of the above agreement, the President and Secretary of TIMBERIB BUILDING DISTRIBUTORS, INC., have signed their names.

Wayne L. Baccus  
President

William C. Henrich  
Secretary

STATE OF WASHINGTON )

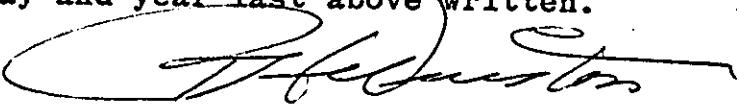
: ss.

COUNTY OF SPOKANE )

On this 25th day of October, 1957, personally appeared before me WAYNE L. GARCEAU, to me known to be the President of TIMBERIB BUILDING DISTRIBUTORS, INC., the corporation that executed the within and foregoing instrument of agreement, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and to be his free and voluntary act and deed, and on oath stated that he was authorized to execute said instrument and that the seal affixed thereto is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

(SEAL)

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

This is to certify that at a special meeting of the shareholders of TIMBERIB ERECTORS, INC., held at 514 Spokane and Eastern Building, Spokane, Washington, on Friday, October 25, 1957, pursuant to legal call and waiver of notice of such meeting, all stockholders of Timberib Erectors, Inc., were present and all such stockholders of such corporation voted unanimously in favor of adoption of the foregoing agreement of merger between Timberib Building Distributors, Inc., and Timberib Erectors, Inc.

  
Secretary, Timberib Erectors, Inc.

IN WITNESS of the above agreement, the President and Secretary of TIMBERIB ERECTORS, INC., have signed their names.

  
President

  
Secretary

STATE OF WASHINGTON )

: ss.

COUNTY OF SPOKANE )

On this 25th day of October, 1957, personally appeared before me WAYNE L. GARCEAU, to me known to be the President of

TIMBERIB ERECTORS, INC., the corporation that executed the within and foregoing instrument of agreement, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and to be his free and voluntary act and deed, and on oath stated that he was authorized to execute said instrument and that the seal affixed thereto is the corporate seal of said corporation.

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

(SEAL)

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

JAN 10 1959

VICTOR A. MEYERS  
SECRETARY OF STATE  
BY *John C. Parker*  
ASSISTANT SECRETARY OF STATE

## ARTICLES OF AMENDMENT

OF

## TIMBERIB BUILDING DISTRIBUTORS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That WAYNE L. GARCEAU, ALLEN E. GARCEAU and WILLIAM C. PENICK, being all of the owners and holders of the capital stock issued by Timberib Building Distributors, Inc., and being desirous of amending the Articles of Incorporation to change the name thereof do hereby consent to and make, execute and acknowledge in triplicate the following written Article: of Amendment to the Articles of Incorporation of the said Timberib Building Distributors, Inc.

That Article I of the Articles of Incorporation is amended in its entirety to read as follows:

## I.

The name of this corporation shall be Garceau Steel Structures Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals in triplicate this 15<sup>th</sup> day of January, 1959.

*Wayne L. Garceau*  
Wayne L. Garceau  
SAC-1000

*William C. Penick*  
William C. Penick  
SAC-1000

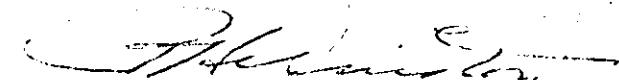
STATE OF WASHINGTON )

: ss.

COUNTY OF SPOKANE )

I, the undersigned, a notary public in and for the above named county and state, do hereby certify that on this 15<sup>th</sup> day of January, 1959, personally appeared before me WAYNE L. GARCEAU, ALLEN E. GARCEAU and WILLIAM C. PENICK, 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  
last above written.

  
\_\_\_\_\_  
Notary Public in and for the State  
of Washington, residing at Spokane