

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

PETTLJOHN ENGINEERING COMPANY, INC.

a corporation duly organized and existing under the laws of **Oregon** 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 **Twelfth** day of **July**, 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Twelfth** day of **July**, 19 **63**, a designation of **Martin W. Rust** 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 **12th** day of **July**, A.D. 19 **63**.

Secretary of State.

State of Oregon



CORPORATION

DEPARTMENT

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Department of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation and all amendments thereto of PETTIJOHN ENGINEERING COMPANY, INC. with the originals thereof now on file in my office; that the same are correct transcripts therefrom and of the whole thereof; that this authentication is in due form and by the proper officer; and

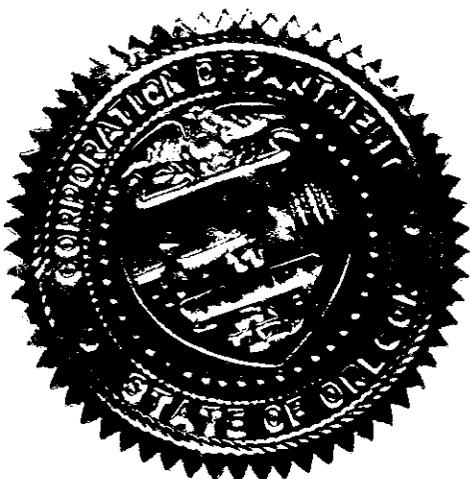
I FURTHER CERTIFY that PETTIJOHN ENGINEERING COMPANY, INC. is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this Department that are required by the Laws of this State.

In Testimony Whereof I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, this 1st day of July, 19 63.

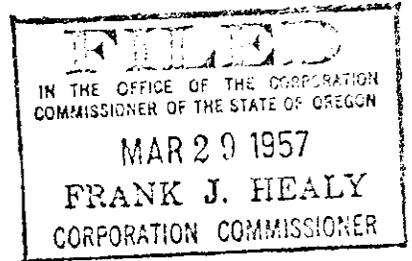
Frank J. Healy

Corporation Commissioner

By *Helen Kauger*
Chief Clerk



ARTICLES OF INCORPORATION
OF
PETTIJOHN ENGINEERING COMPANY, INC.



We, the undersigned, natural persons of the age of twenty-one years, or more, acting as incorporators of a corporation under the name of Pettijohn Engineering Company, Inc., do hereby adopt the following Articles of Incorporation for such corporation:

I.

The name assumed by the corporation and by which it shall be known is the Pettijohn Engineering Company, Inc., an Oregon corporation.

II.

The life of this corporation shall be perpetual, or until dissolved.

III.

The enterprises, businesses, pursuits, provision or occupation in which the corporation proposes to engage is as follows: To engage in a general engineering work and business and in general, engage in engineering work and all branches thereof. To make, conduct, supervise, do research work, and make surveys and investigations into all matters and things in the fields of science and technology, and further, to act as a general contractor for the construction, repairing and remodeling of buildings and public works of all kinds and make improvements to real property, and do any and all things necessary and incidental thereto or connected therewith. To do and perform any and all acts or things necessary, proper or convenient or incidental to the furtherance or the carrying out of the powers or purposes therein mentioned. To enter into and perform contracts for the grading and/or paving, and surveying and engineering of streets, driveways, sidewalks, courts, alleys, boundary surveys of any area, and to engage in the business of construction and the use

ARTICLES OF INCORPORATION

of rigging, requiring the use of heavy mechanical equipment, including cranes and heavy rigging devices.

To borrow money on behalf of said corporation and pledge the credit of said corporation therefor; and issue notes and mortgages of said corporation as collateral security. To deal in the capital stock of this corporation and the stock and bonds and securities and debentures of other corporations.

To buy, sell and own real and personal property, and construct buildings thereon, and trade, lease, sell or exchange the same; and receive other property, real or personal, therefor.

IV.

The place where the corporation proposes to have its registered office or place of business is 4145 N. E. Cully Blvd., Portland, Oregon, and the registered agent for service is N. W. Pettijohn, 4145 N. E. Cully Blvd., Portland, Oregon.

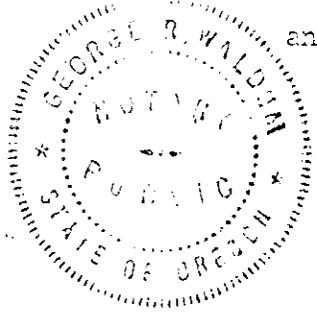
V.

The total number of authorized shares of capital stock of said corporation shall be 7,000, divided into two classes of stock, namely: Class A and Class B stock. There shall be issued 6,000 shares of Class A stock of no par value, said Class A stock to have no voting rights, and be subject to an option to be re-purchased by N. W. Pettijohn or E. I. Pettijohn in the event the owner of said stock ceases to be an employee of the corporation, or desires to sell said stock. Also, there shall be authorized 1,000 shares of Class B stock, having a par value of \$100.00 per share, which stock shall have all of the voting rights of the stockholders of said corporation. Each class of stock shall share proportionately according to the cost thereof in any dividend issued or declared by said corporation.

VI.

The initial board of directors shall consist of five persons:

by me first duly sworn, severally declared that they are
the persons who signed the foregoing document as incorporators
and that the statements contained therein are true.



(seal)

George R. Waldman
Notary Public for Oregon

My Commission Expires: February 14, 1959.

58204

ARTICLES OF INCORPORATION

OF

PETTIJOHN ENGINEERING COMPANY,
INC.

Filed in the office of the CORPORATION
COMMISSIONER of the STATE of OREGON

at 8:30 o'clock AM the 29th
day of March, 19 57

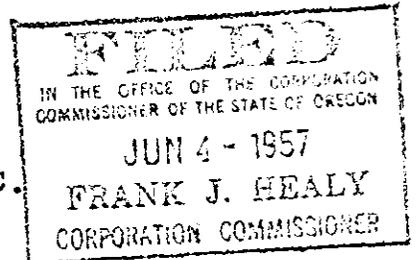
Frank J. Kelly

CORPORATION COMMISSIONER

75.00

19.32

AMENDED ARTICLES OF INCORPORATION
OF
PETTIJOHN ENGINEERING COMPANY, INC.



ARTICLE I

The name of this corporation is PETTIJOHN ENGINEERING COMPANY, INC.

ARTICLE II

Article III of the Articles of Incorporation of this corporation are amended to read as amended as follows:

"The purpose or purposes for which the corporation is organized is as follows:

1. "To engage in and conduct a general engineering, construction and contracting business, including the engineering, designing, constructing, enlarging, remodeling, repairing or removing of any and all public works, buildings, streets, roads, bridges, railroads, dams, waterways, transmission lines and all other types of wood, masonry, metal and earth construction and improvements to real property; and the planning, researching, supervising and investigating of all matters and things connected or related thereto or to the general fields of science and technology; and to enter into, assign, accept and perform all contracts therefor or in relation thereto; and to manufacture and furnish all materials and supplies connected therewith, and
2. "To engage in general logging and lumbering business, including but without limitation, the purchase and sale of timber and timber lands, and the manufacture and sale of logs, lumber, wood products, and all allied products of wood, and
3. "To engage in the general machinery and equipment business, including but without limitation, the purchase, sale, rental, manufacture and repair of machinery and equipment and all other tools and attachments used in connection therewith, and
4. "To engage in the general business of buying, selling, manufacturing and distributing building materials and supplies, and
5. "To buy, sell and own real and personal property, to construct buildings and other improvements

thereon, and to trade, lease, operate or exchange the same, and

6. "To borrow money, to incur indebtedness, to issue notes, bonds, debentures and other obligations of the corporation as evidence of such indebtedness; to mortgage, pledge, hypothecate, or convey in trust or otherwise, any and all property of the corporation as security for the payment of any such indebtedness, and
7. "To purchase, acquire, hold, exchange, mortgage, pledge, guarantee, sell, assign, transfer, dispose of, trade in, and deal with any stocks, bonds, securities or evidence of indebtedness of this corporation, and
8. "To do and perform all services, activities and functions, ordinarily or properly incident to the operation of the business and affairs of the corporation, and
9. "To do everything which a natural person might do in carrying out the general purposes above declared, and without limitation by virtue of the foregoing, to have and exercise all of the powers and privileges authorized or conferred upon such corporations by the laws of the State of Oregon, or of any other jurisdiction in which the corporation may transact business, and
10. "To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, contracts and all other obligations and evidences of indebtedness of any other person, firm or corporation."

ARTICLE III

Article V of the Articles of Incorporation of this corporation is amended to read as amended as follows:

1. "The total number of authorized shares of capital stock of this corporation shall be 10,000 shares, which shall be divided into 6,000 shares of Class A stock without nominal or par value and 4,000 shares of Class B stock with a par value of \$25.00 each."
2. "The voting powers of shareholders shall be vested exclusively in the holders of Class B stock and the holders of Class A stock as such shall be entitled to no voting powers whatsoever, except in the event the total annual dividends paid to the holders of said Class A stock during any consecutive two-year period is not equal to or in excess of \$1.25 per share, then holders of said Class A stock shall have equal voting power with the holders of Class B stock until all delinquent dividends have been paid."

3. "The holder of any share of Class B stock desiring to sell the same shall first offer his stock to the corporation, stating price and terms, and the corporation shall have thirty days in which to exercise its option to purchase the same. Should the corporation decline to exercise its option to purchase said stock the other holders of said stock shall for a period of fifteen days after the expiration of the corporation's option, have the option to purchase such stock on a pro-rata basis. If such option to purchase is not exercised by the corporation or any other holder of said stock the shareholder offering the same may sell the same to whoever will purchase it for the same term and price for which it was offered to the corporation and other holders of such shares."
4. "Except as above provided, there shall be no distinction between the classes of stock and each shall share equally in all dividends issued and declared and in the distribution of all assets of the corporation in event of dissolution or liquidation."

ARTICLE IV

The amendment of the Articles of Incorporation was adopted on the 31st day of May, 1957.

ARTICLE V

On the 31st day of May, 1957, there were 1,000 shares of Class B stock of the corporation outstanding and 1,000 shares were entitled to vote. There were no shares of Class A stock of the corporation outstanding.

ARTICLE VI

There were voted 1,000 shares of Class B stock in favor of the amendment of the Articles of Incorporation as set forth in sections II and III hereof, and there were voted no shares against said amendments.

ARTICLE VII

The amendment of the Articles of Incorporation affects a change in the authorized capital stock of the corporation as follows:

- (a) Increases the authorized shares of capital

stock from 7,000 shares to 10,000 shares.

(b) Increases the number of shares of Class B stock of the corporation from 1,000 shares to 4,000 shares.

(c) Reduces the par value of the Class B stock from \$100.00 per share to \$25.00 per share.

(d) Gives voting rights to the holders of Class A stock in the event the total dividends paid to holders of Class A stock during any consecutive two-year period does not equal or exceed \$1.25 per share, said right to vote to continue so long as said dividends are in arrears.

(e) Gives the corporation and/or holders of Class B stock first option to acquire or purchase shares of Class B stock offered for sale by the holder thereof.

The increase in the number and change in par value of the authorized shares of Class B stock from 1,000 shares having a par value of \$100.00 per share to 4,000 shares having a par value of \$25.00 per share shall be effected by exchanging each outstanding share of the Class B stock previously authorized for four shares of the Class B stock authorized by this amendment.

Dated this 31st day of May, 1957.

PETTIJOHN ENGINEERING COMPANY, INC.

By N. W. Pettijohn
President

By Alma E. O'Halloran
Secretary

STATE OF OREGON }
County of Multnomah } ss

I, Frank H. Danner, a notary public for Oregon, hereby certify that on the 31st day of May, 1957, personally appeared before me N. W. PETTIJOHN and ALMA E. O'HALLORAN, who being by me first duly sworn, severally declared that they are the President and Secretary respectively of Pettijohn Engineering Company, Inc. and that they executed the foregoing document on behalf of said corporation and that the statements therein contained are true.

Frank H. Danner
Notary Public for Oregon
My Commission Expires: Feb. 16, 1958

58207

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PETTIJOHN ENGINEERING COMPANY, INC.

Filed in the office of the CORPORATION
COMMISSIONER of the STATE of OREGON
at 8:30 o'clock AM the 4th
day of June, 19 57

Frank J. Hardy

CORPORATION COMMISSIONER

57.00