

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

T. A. LOVING & COMPANY

a corporation duly organized and existing under the laws of **North Carolina** 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 **Third** day of **July**, 19 **61**, a properly authenticated copy of its articles of incorporation, and on the **Third** day of **July**, 19 **61**, a designation of **J. L. Eberle** 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 **3rd** day of **July**, A.D. 19 **61**

Secretary of State.



To all to whom these presents shall come, Greeting:

I, Chad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (Fourteen (14) sheets) to be a true copy of

ARTICLES OF INCORPORATION AND ALL AMENDMENTS

OF

T. A. LOVING & COMPANY

the original of which is now on file and a matter of record in this office.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 23rd day of June in the year of our Lord 19 61




Secretary of State

CERTIFICATE OF INCORPORATION

OF

42055

T. A. LOVING & COMPANY

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This is to certify that we, the undersigned, do hereby associate ourselves into a corporation under and by virtue of the laws of the State of North Carolina as contained in Chapter 22 of the Consolidated Statutes of 1929, entitled "Corporations", and the several amendments thereto, and do severally agree to take the number of shares of capital stock set opposite our respective names, and to that end do hereby set forth:

(1) The name of the corporation is T. A. Loving & Company.

(2) The location of the principal office of the corporation in this State is Bank of Wayne Building, Goldsboro, Wayne County, but it may have one or more branch offices and places of business out of the State of North Carolina, as well as in said State.

(3) The objects for which the corporation is formed are as follows:

A. To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of buildings and improvements of any kind and nature, whatsoever, including the building, rebuilding, alteration, repairing, or improvement of houses, factories, buildings, works, or erections of every kind and description, whatsoever, including the locating, laying out and constructing of roads, avenues, docks, slips, sewers, bridges, canals, railroads, power plants, and generally any and all classes of buildings, erections, and works, both public and private, or integral parts thereof, and to perform engineering and architectural work, including the preparation of plans and

specifications in expert work, as acting and consulting and superintendent engineers and architects, and generally to do and perform any and all works as builders and contractors, and with that end in view to solicit, obtain, make, perform and carry out contracts covering the building and contracting business and the work connected therewith.

B. To manufacture, buy, sell, trade and deal in all and every kind of material, product, manufactured or unmanufactured, iron, steel, wood, brick, cement, sand, gravel, granite, stone and other products and materials, including the quarrying of stone, sand and gravel; to buy, acquire, alter, use, employ, mortgage, convey, lease and dispose of patent rights, letters patent, processes, devices, inventions, trade marks, formulas, good will, and other rights.

C. To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property or any interest or rights therein, without limit as to the amount; to lend money on bonds secured by mortgage and real estate and to make advances from time to time on bonds secured by mortgage for future advances on real estate, and also to lend money without or with other securities.

D. To purchase, acquire, hold and dispose of stocks, bonds, and other obligations, including judgments, interest, accounts or debts of any corporation, domestic or foreign, including particularly those corporations owning, controlling or manufacturing any articles which are or might be useful in the business of this company and those corporations engaged in a business similar to that of this company, but not excluding other corporations.

E. To acquire and carry on all or any part of the business or property of any person, firm or corporation engaged in a business similar to that authorized to be conducted by this company, or of any corporation with which this company is authorized under the laws of this State to consolidate, or of any corporation whose stock the company under the laws of this State and the provisions of this certificate is authorized to purchase, and to assume, in conjunction therewith, any liabilities of such person, firm or corporation, and this company may issue in exchange therefor the stocks, bonds or other obligations of this company.

And in order properly to prosecute the objects and purposes above set forth the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of, all kinds of property, both real and personal, both in this State and in all other States and dependencies of the United States; to purchase all or any part of the business, good will, and all other property of any individual, firm, or corporation as a going concern, and to assume all or any part of its debts, contracts, and obligations; to construct, equip, and maintain buildings, works, factories, and plants; to install, maintain and operate all kinds of machinery and appliances; and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created.

(4) The total authorized capital stock of this corporation is Five Hundred Thousand Dollars (\$500,000.00), divided into five thousand (5,000) shares of the par value of One Hundred Dollars (\$100.00) per share. Of this stock Four Hundred Thousand Dollars (\$400,000.00), consisting of

four thousand (4,000) shares of the par value of One Hundred Dollars (\$100.00) per share is common stock; and One Hundred Thousand Dollars (\$100,000.00), consisting of one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) per share is preferred stock.

The holders of the preferred stock shall be entitled to receive, out of any and all surplus and net profits, a yearly dividend of six per cent, payable semi-annually, in preference and priority to any payment of any dividend on the common stock for such year, such dividends to be paid whenever the same are declared by the Board of Directors. Such dividends upon the preferred stock shall not be cumulative, and the holders of said preferred stock shall not be entitled to participate in any other or additional profits. In the event of the dissolution or liquidation of the corporation or the distribution of its assets or any part thereof by way of return of capital, the holders of the preferred stock shall be entitled to receive and be paid out of the assets so distributed up to the par value of their preferred shares before anything shall be paid to the holders of the common stock; and the holders of the preferred stock shall not be entitled to any further payment in the event of the dissolution or liquidation of the corporation or the distribution of its assets or any part thereof by way of return of capital.

The corporation shall have the right at any time, upon sixty (60) days written notice to the record holders thereof, to retire the preferred stock or any part thereof upon paying to the holders the par value of the stock so retired.

The voting power of the corporation is vested exclusively in the holders of the common stock; but if for any consecutive period of three years dividends shall not be paid upon the preferred stock, then the holders of the

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preferred stock shall have the exclusive voting power of the corporation until dividends on said stock have been paid for at least two consecutive years.

(5) The names and post office addresses of the subscribers for stock and the number of shares subscribed for by each, the aggregate of which being the amount of capital stock with which the company will commence business, are as follows:

NAME	POSTOFFICE ADDRESS	NO. OF SHARES
L. A. Loving	Goldsboro, N. C.	1
R. A. Bryan	Goldsboro, N. C.	1
C. E. McNairy	Goldsboro, N. C.	1

(6) The period of existence of the corporation is limited to sixty (60) years.

(7) The first meeting of the incorporators of the corporation shall be held at the office of Ehringhaus, Royall, Gosney & Smith in Goldsboro, N. C., at 10:00 o'clock, A. M., on Monday, the 15th day of November, 1937, for the purpose of completing the organization of the corporation, adopting a set of by-laws, and electing a board of directors; and the incorporators hereby waive further notice of the time, place and purpose of said meeting.

(8) The Board of Directors of this corporation shall have power, by vote of a majority of all the Directors, and without the assent or vote of the stockholders, to make, alter, amend and rescind the by-laws of this corporation.

IN WITNESS WHEREOF we have hereunto set our hands and seals, this the 12th day of November, 1937.

L. A. Loving (SEAL)
R. A. Bryan (SEAL)
C. E. McNairy (SEAL)

NORTH CAROLINA

WAYNE COUNTY

This is to certify that on this 12th day of November, 1937, before me, a Notary Public, personally appeared T. A. Loving, R. A. Bryan and C. B. McNairy, who, I am satisfied are the persons named in and who executed the foregoing certificate of incorporation of T. A. Loving & Company, and I, having first made known to them the contents thereof, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, for the uses and purposes therein expressed.

Witness my hand and Notarial seal this 12th day of November, 1937.

Charles C. Creech
Notary Public

My commission expires: Sept. 7, 1939

7-21-47

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
T. A. LOVING & COMPANY

T. A. Loving & Company, a corporation with its principal office in the City of Goldsboro, North Carolina, hereby certifies that pursuant to the authority conferred by the General Statutes of North Carolina, the stockholders at a meeting duly called and held on the 28th day of October, 1947, at which every stockholder was present, unanimously adopted the following resolution:

" WHEREAS , the personnel of the stockholders and Board of Directors is identically the same, and for that reason they do not deem it necessary to have a separate Directors' meeting before adopting the Resolution hereinafter set forth and therefore waive a separate meeting of the Directors, and

WHEREAS, the stockholders are unanimously of the opinion and find as a fact that it is advisable and necessary to amend the Certificate of Incorporation, in the manner set forth in the following resolution, to-wit:

NOW THEREFORE, BE IT RESOLVED that the Certificate of Incorporation of T. A. Loving & Company be and the same is hereby changed and amended so that Paragraph "4" shall hereafter read as follows, to-wit:

"4. The total authorized capital stock of this corporation is Five Hundred Thousand Dollars (\$500,000.00) divided into five thousand (5000) shares of the par value of One Hundred Dollars (\$100.00) per share. Of this stock Four Hundred Thousand Dollars (\$400,000.00) consisting of four thousand (4000) shares of the par value of One Hundred Dollars (\$100.00) per share is common stock; and One Hundred Thousand Dollars (\$100,000.00) consisting of One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) per share is preferred stock.

The holders of the Preferred stock shall be entitled to receive out of the net earnings of the corporation, a dividend at the rate of 6% per annum, when declared by the Board of Directors, which shall be payable in equal semi-annual payments, before any dividend shall be set apart or paid in any year on the common stock, and said dividends shall be cumulative from year to year.

If after providing for the payment of full dividends for any year on the preferred stock outstanding, there shall remain any surplus net profits of said year, any and all of such surplus net profits of such year and if any other year for which full dividends shall have been paid on preferred stock, shall be applicable to dividends upon the common stock when and as, from time to time, the same shall be declared by the Board of Directors and out of any such surplus net profits, the Board of Directors may pay dividends upon the common stock, but not until after the dividends upon the preferred stock have been actually paid or provided for and set apart, and provided that there are no unpaid, cumulated

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dividends on any of the outstanding preferred stock.

The holders of the common stock shall have voting power and management of the corporation and all voting power shall be vested in the common stock; provided, however, that if there is default in payment of the annual dividends on the preferred stock for any consecutive period of twenty-four (24) months, after any dividend is due and payable, then and in such event, the holders of the preferred stock, shall have the exclusive voting power of the corporation until all cumulated dividends have been paid on said stock and until all dividends have been paid, for one additional year.

All or any part of the outstanding preferred stock may be called by the Board of Directors at any time after five years from the date of issue at \$100.00 per share, plus all accrued dividends.

In the event of the dissolution or liquidation of the corporation or the distribution of its assets or any part thereof by way of return of capital, all assets shall first be applied to the payment in full of the preferred stock outstanding at par, plus any accumulated dividends, and the remainder, if any, shall be applied on the common stock outstanding, share and share alike. "

It is further certified that there are only four stockholders, that they constitute the Board of Directors and that a meeting of the Board of Directors prior to the adoption of said resolution was duly waived.

IN WITNESS WHEREOF, T. A. Loving & Company has caused this instrument to be signed in its name by its President, its corporate seal to be hereto affixed and attested by its Secretary, all by authority duly conferred, this the day and year first above written.

T. A. LOVING & COMPANY

Per J. C. [Signature]
President

ATTEST:

W. B. [Signature]
Secretary

NORTH CAROLINA

WAYNE COUNTY

This is to certify that on the 5th day of November, 1947,
before me E. L. Love a Notary Public, personally
came G. D. McNamee, with whom I am personally
acquainted, who, being by me duly sworn says that R. A. Bryan is
the President and that he is Secretary of T. A. Loving & Company
the corporation described in and which executed the foregoing
instrument; that he knows the common seal of the said corporation;
that the seal affixed to the foregoing instrument is said common
seal, and the name of the corporation was subscribed thereto by the
said President and that the said President and Secretary subscribed
their names thereto and said common seal was affixed, all by order
of the Board of Directors of said corporation and that the said
instrument is the act and deed of said corporation.

Witness my hand and seal, this the 5th day of November, 1947.

E. L. Love
Notary Public

MY COMMISSION EXPIRES SEPT. 24 1948

My ~~commission~~ expires _____

CONSENT OF STOCKHOLDERS TO AMENDMENT
OF ARTICLES OF INCORPORATION OF
T. A. LOVING & COMPANY

We, the undersigned, stockholders of T. A. Loving & Company, representing all of the outstanding capital stock of said corporation, hereby consent to the Amendment to the Certificate of Incorporation as outlined in the resolution of the stockholders, which was unanimously adopted and approved by all stockholders on the 28th of October, 1947, and which is embodied in the Certificate which is hereto attached and we do hereby waive a prior meeting of the Board of Directors and hereby unanimously give our written assent to the Amendment referred to as provided by the General Statutes of North Carolina.

We further certify that there is no outstanding stock of the corporation without voting power.

Signed this the 5th day of November, 1947.

A. G. Bryan
W. B. McPherson
W. B. McPherson

WITNESS

W. B. McPherson



CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
T. A. LOVING & COMPANY

T. A. Loving & Company, a corporation organized and existing under and by virtue of the laws of the State of North Carolina, pursuant to Section 55-31 of the General Statutes of North Carolina does hereby certify as follows:

1. The Board of Directors of T. A. Loving & Company at a meeting duly held on the 4th day of May, 1953, duly passed a resolution declaring it advisable that the Certificate of Incorporation of said corporation be amended as hereinafter set forth and called a meeting of the Stockholders of the corporation to take action thereon.

2. A meeting of the Stockholders of the corporation was duly held pursuant to the aforementioned resolution of the Board of Directors on the 1st day of May, 1953, and at that meeting the holders of not less than a majority of the shares of stock with voting powers voted in favor of said amendment.

3. The Board of Directors having passed a resolution declaring it advisable and the Stockholders at a meeting, called pursuant to resolution of the Board of Directors, by vote of not less than a majority of the holders of shares having voting power, having voted in favor thereof the Certificate of Incorporation of T. A. Loving & Company be and the same hereby is changed and amended so that the paragraph thereof numbered "3" shall hereafter read as follows:

"3. The objects for which the corporation is formed are as follows:

A. To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, re-

pairing or doing any other work in connection with any and all classes of buildings and improvements of any kind and nature, whatsoever, including the building, rebuilding, alteration, repairing, or improvement of houses, factories, buildings, works, or erections of every kind and description, whatsoever, including the locating, laying out and constructing of roads, avenues, docks, slips, sewers, bridges, canals, railroads, power plants, and generally any and all classes of buildings, erections, and works, both public and private, or integral parts thereof, and to perform engineering and architectural work, including the preparation of plans and specifications in expert work, as acting and consulting and superintendent engineers and architects, and generally to do and perform any and all works as builders and contractors, and with that end in view to solicit, obtain, make, perform and carry out contracts covering the building and contracting business and the work connected therewith.

B. To manufacture, buy, sell, trade and deal in all and every kind of material, product, manufactured or unmanufactured, iron, steel, wood, brick, cement, sand, gravel, granite, stone and other products and materials, including the quarrying of stone, sand and gravel; to buy, acquire, alter, use, employ, mortgage, convey, lease and dispose of patent rights, letters patent, processes, devices, inventions, trademarks, formulas, good will, and other rights.

C. To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property or any interest or rights therein, without limit as to the amount; to lend money on bonds secured by mortgage and real estate and to make advances from time to time on bonds secured by mortgage for future advances on real estate, and also to lend money without or with other securities.

D. To purchase, acquire, hold and dispose of stocks, bonds, and other obligations, including judgments, interest, accounts or debts, of any corporation, domestic or foreign, including particularly

those corporations owning, controlling or manufacturing any articles which are or might be useful in the business of this company and those corporations engaged in a business similar to that of this company, but not excluding other corporations.

E. To acquire and carry on all or any part of the business or property of any person, firm or corporation engaged in a business similar to that authorized to be conducted by this company, or of any corporation with which this company is authorized under the laws of this State to consolidate, or of any corporation whose stock the company under the laws of this State and the provisions of this certificate is authorized to purchase, and to assume, in conjunction therewith, any liabilities of such person, firm or corporation, and this company may issue in exchange therefor the stocks, bonds or other obligations of this company.

F. To guaranty, act as surety for or otherwise contract for, give or provide assurance for the payment of any debt or the performance of any act, contract or other obligation of any person, firm, corporation or other legal entity.

And in order properly to prosecute the objects and purposes above set forth the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of, all kinds of property, both real and personal, both in this State and in all other States and dependencies of the United States; to purchase all or any part of the business, good will, and all other property of any individual, firm, or corporation as a going concern, and to assume all or any part of its debts, contracts, and obligations; to construct, equip, and maintain buildings, works, factories, and plants; to install, maintain and operate all kinds of machinery and appliances; and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created."

IN WITNESS WHEREOF, T. A. Loving & Company has caused this Certificate to be signed by its President, its corporate seal to be hereunto affixed and attested by its Secretary all by order of its Board of Directors this 4th day of May, 1953.

ATTEST:

T. A. LOVING & COMPANY

E. B. McNairy
Secretary

By R. A. Bryan
R. A. Bryan, President

NORTH CAROLINA
WAYNE COUNTY

This 4 day of May, 1953, personally came before me R. A. Bryan, who, being by me duly sworn, says that he is the President of T. A. Loving & Company, and that the seal affixed to the foregoing instrument in writing is the corporate seal of the Corporation, and that said writing was signed and sealed by him, in behalf of said Corporation, by its authority duly given. And the said R. A. Bryan acknowledged the said writing to be the act and deed of said Corporation.

WITNESS my hand and notarial seal this 4 day of May, 1953.

Raymond L. Haman
Notary Public

~~My commission expires:~~