

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

SMITH ENGINEERING CO.

a corporation duly organized and existing under the laws of **California** 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 **First** day of **February** 19 **66**, a properly authenticated copy of its articles of incorporation, and on the **First** day of **February** 19**66**, a designation of **Paul B. Ennis** 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 **First** day of **February**, A.D. 19**66**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

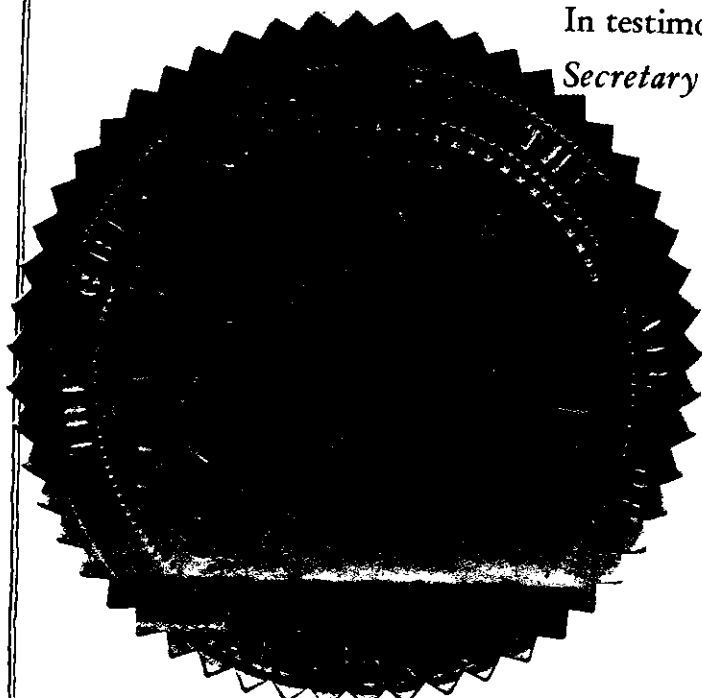
I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,
this 23rd day of April, 1959

Frank M. Jordan
Secretary of State

By *[Signature]*
Assistant Secretary of State



ARTICLES OF INCORPORATION

OF

SMITH ENGINEERING CO.

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

Oct 28 1953

FRANK M. JORDAN, Secretary of State
By STACY H. ASPEY
Deputy

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California:

AND WE HEREBY CERTIFY:

FIRST

The name of the corporation is:

SMITH ENGINEERING CO.

SECOND

That the primary business in which the corporation intends initially to engage is as follows:

To design, construct, and sell incinerators and incinerator parts and equipment of various types and kinds.

THIRD

The additional purposes for which this corporation is organized are as follows:

To acquire by license, lease or in any other lawful manner, the exclusive or other right or license to manufacture, distribute, sell and generally deal in appliances, forms, equipment, devices, tools, machinery and any and all kinds of articles of any character or description whether patented or otherwise; to sub-license or grant to any other corporation or any organization or person the right or license to manufacture, distributed, sell and generally deal in any of the articles or things in which this corporation will deal.

To manufacture, buy, sell, deal in, or in any lawful manner acquire, or dispose of any article, receptacle or thing necessary, useful, or convenient in connection with the manufacture, distribution, sale or service of any and/or all products of this corporation and generally in connection with any undertaking of this corporation, to do any or all things, and to conduct any business that may be deemed necessary, useful or convenient, all to the same extent as a natural person might or could do.

To manufacture, buy, sell, import and export and otherwise deal in and with iron and steel, metals and products, both new and used, and to purchase, lease or otherwise acquire lands and buildings in this State or elsewhere, for the erection and establishment of a manufactory, or manufactories, and work shops with suitable plants, engines and machinery.

To conduct and carry on a general machine shop, mill and foundry business and engage in the manufacture of all kinds of iron, castings and machinery and to buy iron and steel, either manufactured or unmanufactured, and to sell the same.

To prepare and cause to be prepared plans for the building of specialties, equipment, machinery and any and all other manufactured products; to sell and otherwise dispose of plans, specifications and all necessary information for building, manufacturing and making manufactured products of any and all kinds and descriptions.

To create, establish, build up and maintain a selling or purchasing organization for the promoting, sale, advertisement, distribution or introduction of any and all manufactured products, merchandise, personal property and subject of trade or commerce of every kind and nature, and of any patents, inventions, trade marks or any rights or interests therein and thereto; to manufacture, handle, deal in, contract for, or otherwise acquire, advertise, promote or dispose of goods, wares and merchandise that this corporation may manufacture or which may be manufactured by others.

To act as broker, factor or agent in any matter, business or transaction and for any person, association, firm or corporation.

To secure any liability, debt or evidence of indebtedness or obligation by mortgage, deed of trust, pledge or otherwise.

To engage in any lawful business, undertaking, enterprise, venture, transaction or operation with any person, firm, syndicate, association, copartnership or corporation that may be permitted under the laws of the State of California in any capacity whatsoever and on such conditions as may be determined from time to time by the Board of Directors.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

To purchase or by any other lawful means acquire and protect, prolong and renew, whether in the United States or elsewhere, any patents, patent rights, copyrights, processes, licenses, protections and concessions which may appear likely to be advantageous or useful to the corporation and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the corporation may acquire or propose to acquire.

To acquire by purchase or otherwise, the good will,

business, property rights, franchises and assets of every kind with or without undertaking either wholly or in part the liabilities of any person, firm, association or corporation; and to acquire any business as a going concern or otherwise (1) by purchase of the assets thereof wholly or in part, (2) by acquisition of the shares of or any part thereof, or (3) in any other manner, and to pay for the same in cash or in the shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate or in any manner dispose of, the whole or any part of the good will, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries and subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of California upon corporations formed under the laws hereinbefore referred to, and to do any or all of the things hereinabove set forth to the same extent as natural persons might or could do.

FOURTH

That the county in the State of California where the principal office for the transaction of the business of this corporation is to be located is the County of Los Angeles.

FIFTH

That this corporation is authorized to issue only one class of shares of stock of the total number of two thousand five hundred shares, and that there shall be no par value for said shares.

SIXTH

That the number of directors in the said corporation, subject to change by adoption of an amendment to the By-Laws, shall be three (3), and the names and directors of the persons who are appointed to act as the first directors, and to hold office until the qualification of their successors, are:

<u>NAME</u>	<u>ADDRESS</u>
Homer K. Smith	770 Arden Road Pasadena, California
Hellen G. Smith	770 Arden Road Pasadena, California
Bernard C. Steinbacher	1740 Golf Club Drive Glendale, California

SEVENTH

Authority is hereby granted to the holders of shares of this corporation, entitled to vote, to change from time to time the authorized number of directors of this corporation by a duly adopted amendment of the By-Laws of this corporation.

EIGHTH

That the capital stock of the corporation shall not be subject to assessment.

That the private property of the shareholders, directors and officers shall not be subject to the payment of corporate debts.

NINTH

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Law, and all rights and powers conferred herein on shareholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the persons named herein as the first directors have hereunto set their hands this 26th day of October, 1953.

HOMER K. SMITH
Homer K. Smith

HELLEN G. SMITH
Hellen G. Smith

BERNARD C. STEINBACHER
Bernard C. Steinbacher

STATE OF CALIFORNIA)
: ss.
COUNTY OF LOS ANGELES)

On this 26th day of October, 1953, before me, the undersigned, a Notary Public in and for said County and State, personally appeared HOMER K. SMITH, HELLEN G. SMITH, and BERNARD C. STEINBACHER, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation as Incorporators, and who are also named therein as Directors, and each acknowledged to me that he executed the said instrument.

WITNESS my hand and official seal the day and year first above written.



Mildred Jacobson
Notary Public in and for
said County and State