

# 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

**HUNTER & HUNTER, INC.**

a corporation duly organized and existing under the laws of **Colorado** 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 **4th** day of **August**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **4th** day of **August**, 19 **64**, a designation of **T. H. Eberle or W. C. Raden** 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 **4th** day of **August**, A.D. 19**64**.

Secretary of State.



OFFICE OF THE SECRETARY OF STATE

UNITED STATES OF AMERICA,  
STATE OF COLORADO.

ss.

CERTIFICATE.

*I, Byron A. Anderson, Secretary of State  
of the State of Colorado, do hereby certify that*

the annexed are true copies of the Articles of Incorporation and  
the Articles of Amendments to the Articles of Incorporation of

Hubner & Michner, Inc.

as filed in this office and admitted to record.

.....

..... IN TESTIMONY WHEREOF *I have hereunto  
set my hand and affixed the Great  
Seal of the State of Colorado, at the  
City of Denver, this---Twenty-Fourth---  
day of-----July-----A. D. 1964*

*Byron A. Anderson*  
SECRETARY OF STATE.  
By *Ed Back*  
DEPUTY.

ARTICLES OF INCORPORATION  
OF  
H & M CONSTRUCTION CO., INC.

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KNOW ALL MEN BY THESE PRESENTS, That we, C. L. Hubner, Ruth P. Hubner, and John G. Young, desiring to associate ourselves together under the name of H & M CONSTRUCTION CO., INC. for the purpose of becoming a body corporate and politic under and by virtue of the laws of the State of Colorado, and in accordance with the provisions of the laws of said State, do hereby make, execute and acknowledge this certificate in writing of our intention so to become a body corporate under and by virtue of said laws.

I

The corporate name of said company shall be  
H & M CONSTRUCTION CO., INC.

II

The objects and purposes for which the company is created are as follows:

To purchase, or otherwise acquire, all the property and assets, and to assume all the liabilities, of the contracting business heretofore carried on at 4200 East Jewell Avenue, Denver, Colorado by H & M Construction Co., a partnership, and to pay for the same either in cash, stock of this company, or otherwise; to manage, conduct and carry on the whole or any part of the business so acquired, and to exercise all the powers necessary for the transaction of such business.

To make estimates, bid upon, enter into, and carry out building and construction contracts of all kinds at any place in the world, including contracts for clearing and surface excavation work, both as general contractor and as subcontractor, and to carry on all allied and interdependent lines of business.

To acquire by purchase, lease or otherwise, and to hold, own, maintain, sell, lease, exchange, convey, mortgage or otherwise dispose of and deal in real and personal property of every nature and description whatsoever, as may be requisite or desirable in or about the carrying on of the objects for which this company is organized.

To borrow money and to mortgage or pledge any part or all of the assets of the company as security for the payment thereof.

To do everything requisite or necessary to carry into effect the objects and purposes for which this company is incorporated.

The corporation shall have power to conduct business in any state or foreign country and to maintain offices therein, subject to the laws of such jurisdiction.

The enumeration of the objects and purposes for which this company is created shall not preclude the company from having and exercising all powers now or hereafter conferred by the laws of the State of Colorado.

### III

The corporation is to have perpetual existence.

### IV

The amount of the capital stock shall be \$250,000.00, and shall consist of 2500 shares of the par value of \$100.00 each, and said stock shall be non-assessable. After the initial offering of stock the holders thereof shall have a preferential right to subscribe, in proportion to their then holdings, to any and all additional stock of the company issued or sold, or to be issued or sold, and now or hereafter authorized, including any and all stock, if any, acquired by the company and reissued.

### V

The Board of Directors of said company shall be three and the names of those who will manage the affairs of the company for the first year of its existence or until their successors are elected and qualified, are:

C. L. Hubner  
Ruth P. Hubner  
C. L. Michner

Cumulative voting shall not be allowed in the election of directors.

## VI

The principal office of the company shall be kept in the City and County of Denver, State of Colorado, and the principal business of the company will be carried on in the City and County of Denver, State of Colorado, but nothing herein shall preclude the company from conducting said business in any portion of the State of Colorado or elsewhere.

## VII

C. L. Hubner, whose post office address is 311 Jasmine St., Denver, Colorado, is hereby designated as the resident Agent in charge of the principal office of said company in the State of Colorado for the service of process. A stock ledger and other books of record required to be kept by Sections 31-2-9 and 31-2-10, Colorado Revised Statutes, 1953, shall be kept at No. 4200 Jewell Avenue, in the City and County of Denver, State of Colorado.

## VIII

Meetings of the directors and meetings of the stockholders may be held beyond the limits of the State of Colorado, at such places as may be designated in the by-laws or resolutions of the Board of Directors.

## IX

The corporation may at any meeting of its Board of Directors, by a majority vote of the whole Board, sell, lease, exchange and/or convey all of its property and assets, including its good will and its corporate franchises, upon such terms and conditions and for such consideration or considerations as its Board of Directors shall deem expedient and for the best interests of the corporation, and said consideration or considerations may consist in whole or in part of shares of stock in and/or other securities of, any other corporation or corporations; PROVIDED, HOWEVER, in all such cases the affirmative vote of the holders of two-thirds of the stock of said corporation then issued and outstanding, and having voting power, shall be voted in ratification of the action of the Board of Directors, said vote to be taken at a stockholders' meeting of the said corporation duly called for that purpose. Nothing herein shall be construed to limit the

power of the Board of Directors of this corporation to sell, lease, exchange, mortgage and/or convey such parts or parcels of its real or personal property or assets as the Board of Directors determine are no longer necessary or expedient to be held by the corporation, and in making any disposition of such parts or parcels of its real estate or personal property or assets no vote or action of the stockholders shall be necessary or required.

# X

The Board of Directors of this company shall from time to time make and adopt such prudential by-laws for the government of this company as to said Board may seem wise, and may revise and amend the same.

# XI

Each person herein named or hereafter elected a director or officer of this corporation, shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him in connection with or resulting from any claim, demand, action, suit or proceeding, or the fair and reasonable settlement thereof prior to final adjudication, to which he is or may be made a party by reason of being or having been a director or officer of this corporation (whether or not a director or officer at the time such costs or expenses were incurred by or imposed upon him), except as to matters as to which he shall be finally adjudged in such action to have been derelict in the performance of his duty as such director or officer. The right of indemnification herein provided for shall not be exclusive of any other rights or remedies to which such person may be entitled as a matter of law.

# X

The right is expressly reserved to amend this Certificate of Incorporation or any article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of Colorado, and the rights of all stockholders are expressly made subject to such power of amendment.

IN WITNESS WHEREOF, we have hereunto set our hands and  
seals this 1st day of October, 1958.

C. L. Hubner (SEAL)

John G. Young (SEAL)

Ruth P. Hubner (SEAL)

STATE OF COLORADO }  
CITY AND } ss.  
COUNTY OF DENVER }

I, Josephine Burger, a Notary Public in and  
for said City and County, in the State aforesaid, do hereby certify  
that C. L. Hubner, Ruth P. Hubner and John G. Young, personally  
known to me to be the persons whose names are subscribed to the  
annexed and foregoing certificate of incorporation, appeared be-  
fore me this day in person, and acknowledged that they signed,  
sealed and delivered the said instrument of writing as their free  
and voluntary act, for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 1st day of  
October, 1958.

My commission expires August 9, 1961

Josephine Burger  
Notary Public



**CERTIFICATE OF AMENDMENT**  
TO  
**CERTIFICATE OF INCORPORATION**  
OF

H & M CONSTRUCTION CO., INC.

KNOW ALL MEN BY THESE PRESENTS, That we, C. L. Hubner

....., President, and  
Ruth P. Hubner ..... Secretary of  
H & M Construction Co., Inc. ....

a corporation duly organized and existing under and by virtue of the laws of the State of Colorado, do hereby make this certificate in accordance with the laws of the State of Colorado, and state, to-wit:

FIRST. That at a special meeting of the stockholders of  
Insert the word, general or special  
H & M Construction Co., Inc. ....

duly and regularly called as provided by the by-laws of said corporation and in accordance with the statutes of the State of Colorado and held at Denver, Colorado on the  
22nd day of October, A. D. 1958, the following  
all

resolution was presented and regularly adopted by an affirmative vote of ~~not less than two-thirds~~ of the outstanding capital stock of said corporation entitled to vote, in accordance with the statute of the State of Colorado so made and provided, thereby amending Article I of the Certificate of Incorporation to read as follows, to-wit:

"The corporate name of said company shall be  
Hubner & Michner, Inc."



SECOND. That the president and secretary of the said corporation were, at said stockholders' meeting, duly authorized and directed to make, and file such certificate, as provided by law, setting forth such amendment or amendments to the certificate of incorporation as adopted by the stockholders of said corporation.

IN WITNESS WHEREOF, We, the president and secretary of said corporation, have hereunto set our hands this 22nd day of October, A. D. 1958, and have caused the seal of the said corporation to be affixed hereunto.



*C. L. Hubner*

President.

ATTEST:

*Ruth P. Libner*

Secretary.

STATE OF COLORADO,  
City and County of Denver } ss.

Before me, Josephine Burger, a Notary Public in and for the said County and State, personally appeared C. L. Hubner who being first duly sworn upon his oath deposes and says: that he is the President of H & M Construction Co., Inc. a Colorado corporation; that he has read the foregoing certificate of amendment by him subscribed, and that the facts therein set forth are true to the best of his knowledge and belief.

*C. L. Hubner*

President.

Subscribed and sworn to before me this 22nd day of October, A. D. 1958.

By commission expires August 9, 1961

*Josephine Burger*

Notary Public.



**STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH,  
OF**

Hubner & Michner, Inc.

To the Secretary of State  
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of Colorado submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

FIRST: The name of the corporation is Hubner & Michner, Inc.

SECOND: The address of its <sup>previous</sup> ~~present~~ registered office <sup>was</sup> ~~is~~ 4200 East Jewell ave, Denver, Colo

THIRD: The address to which its registered office is to be changed is 4473 East Evans, Avenue, Denver, 22, Colo

FOURTH: The name of its <sup>previous</sup> ~~present~~ registered agent <sup>was</sup> ~~is~~ Ruth P.L. Hubner

FIFTH: The name of its successor registered agent is C. L. Hubner

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: The address of its place of business in Colorado is 4473 East Evans avenue, Denver, 22, Colorado

Dated Sept 14, 1960, 1960

Hubner & Michner, Inc (Note 1)

By [Signature] (Note 2)  
X. Hubner President

STATE OF Colorado }  
County of Denver } ss.

Before me, L. R. Battocchio, a Notary Public in and for the said County and State, personally appeared C. L. Hubner who acknowledged before me that he is the President of Hubner & Michner, Inc.  
(President) (Vice-President)  
a Colorado corporation, that he signed the foregoing, and that the statements (State of Incorporation) contained therein are true.

In witness whereof I have hereunto set my hand and seal this 14th day of September 1960  
A. D. 1960

My Commission expires July 1, 1962  
My commission expires

[Signature]  
Notary Public

Notes: 1. Exact corporate name of corporation making the statement.

2. Signature and title of officer signing for the corporation,—must be a President or a Vice-President.

Filing fee \$5.00

SUBMIT ONE COPY

DOMESTIC

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

*mm*

Hubner & Michner, Inc ✓, a corporation  
(Name of Corporation)

organized and existing under the laws of the State of COLORADO,

hereby certifies that, pursuant to a duly adopted resolution of its board of directors,  
the address of the registered office of the corporation in the State of Colorado shall  
be 4200 East Jewell ave, Denver, 10, Colo. PO Box 8757 Univ.Park Sra.

that the registered agent of the corporation whose business address is identical with  
such registered office, shall be Ruth. P. Hubner;

and that the principal place of business of the corporation in Colorado is:

Same

Number	Street	City
(If same address as registered office, insert "same as above")		

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate to be  
executed in its name by its \_\_\_\_\_ President, this 14th day of  
November, 1958.

HUBNER & MICHNER, INC.

(Name of Corporation)

By

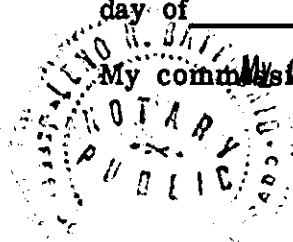
*[Signature]*  
(Signature of officer) Pres.

STATE OF Colorado )  
COUNTY OF Denver ) ss

Before me, *L. R. Battoc*  
a Notary Public in and for the said County and State, personally appeared  
C. L. Hubner who acknowledged before me that he is  
the ----- President of Hubner & Michner, Inc.  
(Name of Corporation)  
that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 14th,  
day of November, A.D. 1958.

My commission expires July 1, 1959



*L. R. Battoc*  
Notary Public

NOTE:

Effective January 1, 1959, each corporation shall have and continuously maintain in the State of Colorado:

(a) A registered office which may be, but need not be, the same as its place of business.

(b) A registered agent, which agent may be either an individual resident, or a domestic corporation, or a foreign corporation authorized to do business in Colorado, having a business office identical with such registered office.