# State of Idaho

GREAT SEAL OF THE STATE OF IDAHO

ESTO PERPETUA

## 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

**NELSE MORTENSEN & CO. INC.**

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 **8th** day of **March** 19**65** , a properly authenticated copy of its articles of incorporation, and on the **8th** day of **March** 19 **65** , a designation of **T. H. Eberle or 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 **8th** day of **March** , A.D. 19**65** .

Secretary of State.

Foreign

CERTIFICATE NO.

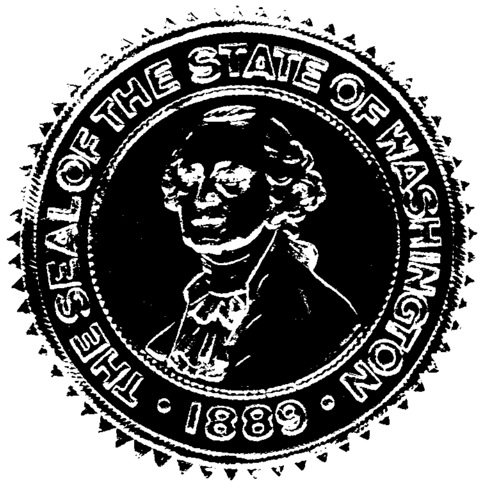
# UNITED STATES OF AMERICA

# THE STATE OF WASHINGTON

## Department Of State

I, A. LUDLOW KRAMER, SECRETARY OF STATE OF THE STATE OF WASHINGTON AND CUSTODIAN OF THE SEAL OF SAID STATE, DO HEREBY CERTIFY THAT: that the annexed is a true and correct copy of the Articles of Incorporation and all amendments thereto of SEATTLE HEIGHTS BUILDING CO., INC., including Amendatory Articles changing the name to NELSE MORTENSEN & CO., INC., which have been duly filed and recorded in my office in accordance with law; I further certify that NELSE MORTENSEN & CO., INC. 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 HERETO THE SEAL OF THE STATE OF WASHINGTON, DONE AT THE CAPITOL AT OLYMPIA ON THIS THE DATE OF.




January 21, 1965

A. LUDLOW KRAMER,
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

SEATTLE HEIGHTS BUILDING CO., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, [illegible] [illegible] [illegible] [illegible] and JOHN P. [illegible], each of lawful age, citizens of the United States and residents of Seattle, State of Washington, do hereby associate ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Washington, and do hereby adopt and certify in triplicate the following Articles of Incorporation, to-wit:

ARTICLE ONE

The name of this corporation shall be

SEATTLE HEIGHTS BUILDING CO., INC.

ARTICLE TWO

The objects for which this corporation is formed are and shall be as follows, to-wit:

1. To engage in the general contracting and construction business, and to erect, construct and build houses and all kinds and types of buildings and other structures; to buy and sell, rent, lease, build upon, improve, sub-divide and deal in real estate; build, construct, own, operate water works, water distribution systems and sewer and sewer systems.

2. To buy, own, lease, rent, operate, manage, control and dispose of real property, personal property, mortgages, stocks, bonds and securities of all kinds.

3. To handle, manage, own, lease, rent, control and operate any and all kinds of businesses, and to acquire, rent and dispose of all property, whether real, personal, or mixed of whatsoever kind, nature and character.

4. To engage in the manufacture, rental and sale of any and all kinds of mechanical devices; to act as agent, and distributor of the manufacture, lease, and rental of mechanical [illegible] [illegible] manufacture, lease, rent, sell fixtures and

[illegible] DIAMOND & SYLVESTER
LAWYERS [illegible] BUILDING
SEATTLE

equipment, machinery, scales, computing devices, and any and all products not prohibited by law and to distribute the same directly or indirectly through agents or distributors.

5. To issue bonds, notes, mortgages or other evidences of indebtedness, and to secure the same at the option of the Directors upon any property owned by the Corporation.

6. To purchase, use, own, negotiate and otherwise acquire, hypothecate or dispose of bills, notes, debentures or other evidences of indebtedness including the shares of capital stock of other corporations.

7. To do any and all necessary things not prohibited by law which may be necessary, useful or convenient in carrying out the objects for which this corporation is organized, and which may be for the benefit of the stockholders of the same.

8. To engage in business within or without the State of Washington, and to engage in interstate commerce.

9. To engage in any lawful business which may, in the judgment of the Directors, be beneficial to the Corporation and its stockholders.

ARTICLE THREE

The time of the existence of this corporation shall be perpetual.

ARTICLE FOUR

The location and Post Office address of the registered office of this Corporation shall be located at 1021 Westlake Avenue North, in the city of Seattle, State of Washington, but branch offices or places of business may be located and established by the Corporation at such other places within or without the State of Washington as the Board of Directors may decide upon, and meetings of the Board of Directors may be held at any such branch offices or places of business, or businesses of the Corporation transacted thereat.

ARTICLE FIVE

The capital stock of this corporation shall consist of two hundred (200) shares of common par value stock, having the par value of One Hundred ($100.00) Dollars per share, without classification, preference or restriction.

ARTICLE SIX

The amount of the initial paid in capital with which this corporation shall commence business is Twenty Thousand ($20,000) Dollars.

ARTICLE SEVEN

The number of Directors of this Corporation shall be not less than three (3) nor more than nine (9); that the number, qualifications, terms of office, manner of election, time and place of meeting, and the powers and duties of the Directors shall be such as are prescribed by the By-Laws of this Corporation; that the names and Post Office addresses of the first Directors of the Corporation who shall manage its business until the first Monday of April, 194[illegible], are as follows:

| | | |
|---|---|---|
| NELSE MORTENSEN | 1021 Westlake Avenue North, | Seattle, Washington |
| CLIFF MORTENSEN | 1021 Westlake Avenue North, | Seattle, Washington |
| JOHN P. LYCETTE | 802 Hoge Building (4) | Seattle, Washington. |

ARTICLE EIGHT

The names and Post Office addresses of the incorporators and the number of shares subscribed by each are as follows:

| | | |
|---|---|---|
| NELSE MORTENSEN | 1021 Westlake Avenue North<br>Seattle, Washington | one hundred shares |
| CLIFF MORTENSEN | 1021 Westlake Avenue North<br>Seattle, Washington | ninety-nine shares |
| JOHN P. LYCETTE | 802 Hoge Building<br>Seattle 4, Washington | one shares |

IN WITNESS WHEREOF we have hereunto set our hands and seals this [illegible] day of March, 194[illegible].

_______________________________(SEAL)
Nelse Mortenson

_______________________________(SEAL)
CLIFF MORTENSEN

_______________________________(SEAL)
JOHN P. LYCETTE

STATE OF WASHINGTON)
: SS
COUNTY OF K I N G )

THIS IS TO CERTIFY that on this 25 day of March, 1944, before me the undersigned, Notary Public in and for the State of Washington, duly commissioned, sworn and qualified, personally came NELSE MORTENSEN, CLIFF MORTENSEN and JOHN P. LYCETTE, to me known to be the individuals described in and who executed the within and foregoing ARTICLES OF INCORPORATION, and acknowledged to me that they, and each of them signed and sealed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

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

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

[illegible] OF [illegible]

OF

ARTICLES OF INCORPORATION

OF

[illegible] & CO.

INC.

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[illegible]

[illegible], President and Secretary respectively of [illegible], a Washington corporation, do hereby certify [illegible] to-wit:

[illegible] of the shareholders of [illegible] at the office of [illegible] Washington on the 18th day of August, 19[illegible] [illegible] shareholders [illegible] to vote [illegible] amendment to [illegible]

That Article V of the Articles of Incorporation be, and it hereby is amended to read as follows:

"[illegible] capital stock [illegible] shares [illegible] par value of [illegible]."

1. The total number of shares, including [illegible] previously authorized, which this corporation will henceforth be authorized to have, shall be 5 shares of common stock of the par value of $100.00 per share without classification, preference or restriction.

2. That all of the shares of the corporation, to-wit [illegible] shares have a par value of $100.00 per share.

[illegible] corporation [illegible]

[illegible] in accordance with the laws of [illegible] pursuant to authority and instruct- [illegible] of the [illegible] of the corporation contained in the following Resolution which was adopted by unanimous vote of the stockholders of said corporation at said meeting on August 13th, [illegible], said Resolution being as follows:

[illegible] capital stock of [illegible]

[illegible] 150 shares of the common stock of the par value of $15,000.00, and

WHEREAS there has been prepared and submitted by [illegible], the Company's Accountant, an up-to-date balance sheet as of July [illegible], and

WHEREAS the Company has caused its properties to be appraised by [illegible] and [illegible] appraisers, [illegible] Jesse H. [illegible], and the reports of said appraisers being on file with the Company, and

WHEREAS the reports of said appraisers [illegible] of the Company's unsold [illegible] Fixed [illegible], and

WHEREAS the financial condition of [illegible] of the Company's unsold property [illegible] at the [illegible] Fixed prices, is as follows:

A S S E T S

| | |
|---|---|
| [illegible] | [illegible] |
| Accounts and Notes Receivable | [illegible] |
| Mortgages and Contracts Receivable | [illegible] |
| Total Current Assets | [illegible] |
| Unsold Residence properties (101) | [illegible] |
| Total Assets | [illegible] |

L I A B I L I T I E S

| | |
|---|---|
| [illegible] Report | [illegible] |
| [illegible] not on books ([illegible], contingent, disputed) | 18,000.00 |
| [illegible] Stock | 500.00 |
| Total Liabilities | [illegible] |

[illegible]

[illegible]

[illegible] this Certificate of [illegible]

[illegible] day of [illegible]

[illegible] Building Co. Inc. [illegible]

[illegible]

[illegible] before [illegible]

[illegible]

[illegible] OF [illegible]

OF

SEATTLE HEIGHTS BUILDING CO., INC.

[illegible], the [illegible] of Seattle Heights Building Co., Inc., a corporation organized and existing under and by virtue of the laws of the State of Washington, do hereby certify that at a special meeting of the shareholders of Seattle Heights Building Co., Inc., held at the registered office of the company in Seattle, Washington, on the 31st day of March, 1948, at which meeting all shareholders of the company were present in person, the following amendments to the Articles of Incorporation of said corporation were unanimously adopted by the shareholders of all of the stock of said corporation, to-wit:

AMENDMENT I.

Article I of the Articles of Incorporation of Seattle Heights Building Co., Inc. is hereby amended to read as follows:

> "The name of this corporation shall be:
> [illegible]"

AMENDMENT II.

Article V of the Articles of Incorporation of Seattle Heights Building Co., Inc. is hereby amended to read as follows:

> "The capital stock of this corporation shall consist of 2000 shares of common stock, without nominal or par value, and without classification, preference, or restriction."

The total number of shares, including those previously authorized, which this corporation shall henceforth be authorized to have, shall be 2000 shares.

All of the shares of stock of this corporation shall be non-par value stock.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this certificate and Amendment to Articles of Incorporation, in triplicate, and have caused the corporate seal of said corporation to be hereto affixed this 17th day of April, 1948.

President

Secretary

STATE OF WASHINGTON }
} SS
COUNTY OF [illegible] }

[illegible] and [illegible], being each first duly sworn, on oath depose and say: That they are the President and Secretary, respectively, of Seattle [illegible] Building Co., Inc., a Washington corporation; that they have read the within and foregoing certificate and Amendment to Articles of Incorporation, know the contents thereof, and believe the same to be true.

SUBSCRIBED AND SWORN TO before me this 17th day of April, 1948.

NOTARY PUBLIC in and for the State of Washington, residing at Seattle.

AFFIDAVIT AS TO VALUE OF STOCK

OF

NELSE MORTENSEN & CO. INC.
(Formerly SEATTLE HEIGHTS BUILDING CO., INC.)

[illegible]

[illegible], being first duly sworn on oath depose and say:

That they are the President and Secretary, respectively, of Nelse Mortensen & Co. Inc. (formerly Seattle Heights Building Co., Inc.), of Seattle, Washington; that to the best of their knowledge and belief the value of the assets received and to be received by said corporation in return for the issuance of all of the non-par-value stock of said corporation, consisting of 2000 shares, will not exceed the sum of $200,000.00.

Subscribed and sworn to before me this 17th day of April, 1948

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