

**Department of State.**

**CERTIFICATE OF AUTHORITY  
OF**

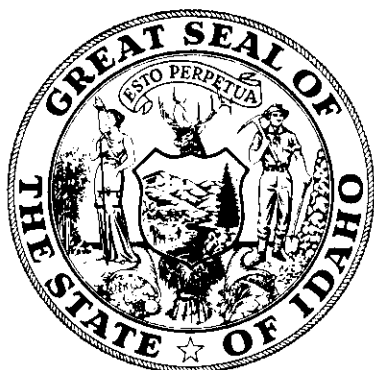
**A & M COMMUNICATIONS, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of an Application of **A & M COMMUNICATIONS, INC.**

\_\_\_\_\_ for a Certificate of Authority to transact business in this State,  
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Authority to **A & M COMMUNICATIONS, INC.**  
to transact business in this State under the name **A & M COMMUNICATIONS, INC.**  
\_\_\_\_\_ and attach hereto a duplicate original of the Application  
for such Certificate.

Dated **September 4**, 19 **81**



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To \_\_\_\_\_, Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned ☐ does and ☐ does not apply for a Certificate of Authority to transact business in your State, and for that purpose, the undersigned makes the following statement:

1. The name of the corporation is A & M Communications, Inc.
2. \*The name which it shall use in Idaho is A & M Communications, Inc.
3. It is incorporated under the laws of California
4. The date of its incorporation is October 14, 1976 and the period of its duration is continuous
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2971 North Maroa Avenue, Fresno, California 93704
6. The street address of its proposed registered office in Idaho is 999 Main Street, 7th Floor Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is L.G. Folwell / Contract Administrator
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Design & Drafting of utility services for Public Utility Companies.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Robert A. Peters, Jr.,</u>	<u>President</u>	<u>2772 W. Browning, Fresno, Ca 93711</u>
Terrell E. Ogburn	Secretary	945 W. Alamos, Fresno, Ca 93705

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
750,000	One	One Dollar

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
40,000	One	One Dollar

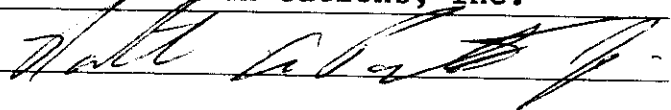
11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 8-18, 19 81.

A & M Communications, Inc.

By



Its \_\_\_\_\_ President

and Terrell E. Ogburn

Its Corporate Secretary

STATE OF California )  
COUNTY OF Fresno ) ss:

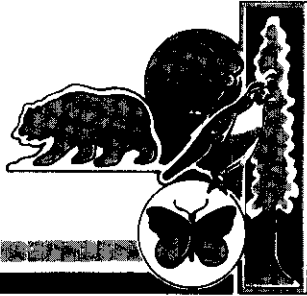
I, \_\_\_\_\_ the undersigned \_\_\_\_\_, a notary public, do hereby certify that on this 18th day of August, 19 81, personally appeared before me Robert A. Peters, Jr., who being by me first duly sworn, declared that he is the President of A & M Communications, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



  
Notary Public

\*Pursuant to section 36-4-106(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



State  
of  
California

OFFICE OF THE SECRETARY OF STATE

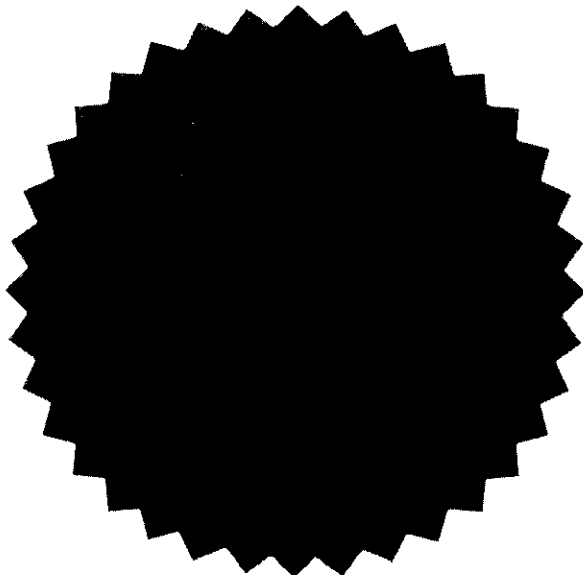
RECEIVED STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

AUG 17 1987



*March Fong Eu*

Secretary of State

800559

**FILED**  
In the office of the Secretary of State  
of the State of California

Notary Public for the State of California  
*[Signature]*  
Deputy Secretary of State

ARTICLES OF INCORPORATION  
OF  
A & M COMMUNICATIONS, INC.

FIRST: The name of the Corporation is A & M COMMUNICATIONS, INC.

SECOND: The purposes of the Corporation are:

- a. Primarily to engage in the specific business of the design and drafting of utility services for public utility companies operating in the Western United States.
- b. Generally, to engage in the business of acquiring and disposing of equipment, plans, designs, furniture, fixtures, and any other items related to the operation of a design and drafting business.
- c. To engage in any business or transaction which the Board of Directors of the Corporation may from time to time authorize or approve, whether related or unrelated to the business or businesses described above, or to any other business then or thereafter transacted by the Corporation.
- d. To act as principal, agent, joint venturer, partner or in any other capacity which may be authorized or approved by the Board of Directors of the Corporation.
- e. To transact business anywhere in the world.

to have and exercise all the rights and powers hereafter granted to a Corporation by law.

The foregoing statement of powers shall be construed as the statement of both purposes and powers, and the purposes and powers in each paragraph shall, except where otherwise expressed, not be restricted by reference to or inference from the terms and provisions of any other paragraph, but shall be regarded as independent purposes and powers.

THIRD: The principal office of the Corporation for the transaction of business is in the County of Fresno, California.

Fourth: a. The number of directors of the Corporation is three.

b. The names and addresses of the persons appointed as the First Directors are:

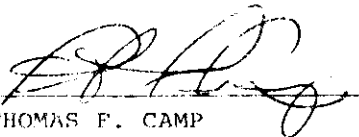
<u>NAME</u>	<u>ADDRESS</u>
THOMAS F. CAMP	2318 Brighton Way Walnut Creek, CA 94598
THOMAS G. REDDY	1225 Walnut Street Berkeley, CA
NANCY L. PARKER	2087 Delaware Street, #8 Berkeley, CA 94709

FIFTH: The Corporation is authorized to issue only one class of shares having a total number of Seventy-Five Thousand (75,000) shares. The par value of each share is Ten Dollars (\$10.00) and the aggregate par value of all such shares is Seven Hundred Fifty Thousand Dollars (\$750,000.00).

SIXTH: No distinction shall exist between the shares of the corporation or the rights of the respective holders of the shares.

In witness whereof, the undersigned, who are the incorporators and the above-named First Directors of this Corporation, have executed these Articles of Incorporation on the date set opposite their respective names.

Dated: 10/5/76

  
THOMAS F. CAMP

Dated: 10/5/76

  
THOMAS G. REDDY

Dated: 10/5/76

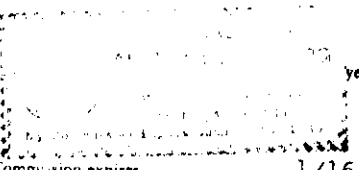
  
NANCY L. PARKER

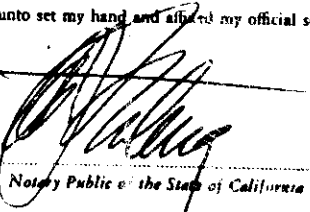
Dated:  
STATE OF CALIFORNIA  
County of ALAMEDA } ss

On this 5 day of October A.D. 19 76 before me ALAN J. STERNBERG

a Notary Public of the State of California, residing therein, duly commissioned and sworn, personally appeared THOMAS F. CAMP, THOMAS G. REDDY, NANCY L. PARKER known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
My Commission expires 1/16/80  
General Acknowledgment  
CAMPEL BROS. PRINTERS • EMERYVILLE • TEL. 658-2262

  
Notary Public of the State of California

800589

A171368

CERTIFICATE OF AMENDMENT OF ARTICLES  
OF INCORPORATION  
OF

A & M COMMUNICATIONS, Inc.

FILED  
In the office of the Secretary of State  
of the State of California  
X NOV 2 1976  
MARCEL KING (U. Secretary of State  
Deputy

We, the undersigned, do hereby certify and declare:

1. That we constitute at least two-thirds(2/3) of the incorporators of A & M Communications, Inc., a California corporation, and that we adopt the amendment to the Articles of Incorporation herein set forth.

2. That the said corporation has issued no shares and has no subscription to shares outstanding.

3. That we hereby adopt in place of Article Fifth the attached amendment which is captioned FIFTH, and add the attached Article entitled SEVENTH.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 28th day of October, 1976.

*Thomas G. Reddy*

THOMAS G. REDDY, Incorporator

*Nancy L. Parker*

NANCY L. PARKER, Incorporator

125



Thomas G. Reddy and Nancy L. Parker, constituting  
two-thirds (2/3) of the incorporators of A & M Communications,  
Inc., a California corporation, each says:

I declare under penalty of perjury that the fore-  
going is true and correct of my own knowledge

Executed on October 28, 1976, at Oakland, California.

  
THOMAS G. REDDY

  
NANCY L. PARKER

FIFTH: The Corporation is authorized to issue only one class of shares having a total number of Seven Hundred Fifty Thousand (750,000) shares. The par value of each share is One Dollar (\$1.00) and the aggregate par value of all such shares is Seven Hundred Fifty Thousand Dollars (\$750,000.00).

SEVENTH: Before any shareholder can sell or transfer his stock of the corporation, he shall first offer the stock to the corporation and then to the shareholders in the following manner:

a. The offering shareholder shall give a written offer, by mailing, personally delivering, or telegraphing it to the secretary of the corporation, stating the number and class of shares to be sold or transferred and the price, terms, and conditions of the proposed sale or transfer. The corporation shall then have the right to purchase all or any whole number of the shares offered, at the price and on the terms and conditions stated in the offer, by giving written notice to the offering shareholder of its election to purchase shares and of the number of shares it intends to purchase. This notice shall be given by mailing, personally delivering, or telegraphing it within 30 days after the offering shareholder's offer is given. If the corporation elects to purchase less than all the shares being offered, or fails to give notice of its election to purchase within the period that it has the right to do so, the secretary of the corporation shall as soon as possible, and in no event more than thirty (30) days after the offering shareholder's offer is given, mail, personally deliver, or telegraph to each of the shareholders a copy of this offer together with a statement of the number of shares not being purchased by the corporation. Each of these shareholders shall then have the right to purchase all or any lesser number of the shares specified in the statement from the secretary by giving to the secretary a written notice of intent to purchase a specified number of these shares at the price and on the terms and conditions

in the offering shareholder's offer. This notice shall be given by mailing, personally delivering, or telegraphing it within thirty (30) days after the offering shareholder's offer is given to the secretary.

b. If the total number of shares specified by the shareholders in their notices of intent to purchase exceeds the number of available shares specified in the statement from the secretary, each purchasing shareholder shall be entitled to purchase that fraction of the shares not subscribed to that is equal to the number of his shares having purchase rights under this article, divided by the total number of shares having purchase rights held by all shareholders who gave notice of intent to purchase.

c. If less than all the shares offered for sale by the offering shareholder are subscribed to under clauses (a) and (b) of this article, each shareholder desiring additional shares shall be entitled to purchase that fraction of the shares not subscribed to that is equal to the number of his shares having purchase rights under this article, divided by the total number of shares having purchase rights held by all shareholders desiring to purchase these remaining shares.

d. Unless otherwise stated in a shareholder's notice of intent to purchase shares given under clause (a) of this article, that notice shall also be considered an offer to purchase the number of shares to which he is entitled under clauses (b) and (c), not to exceed, however, the number of shares specified in his notice of intent to purchase.

e. Each offer, notice, or statement provided for in this article shall be considered given when it is personally delivered to the person to whom it is to be given, or it is properly addressed and deposited in the United States mail or delivered to a telegraph office with all postage or other charges fully prepaid.

f. If less than all shares specified in the offer to the secretary are subscribed to under clauses (a), (b), and (c) of this article within the time periods specified for exercising the respective rights to purchase shares granted under this article, the offering shareholder shall not be required to accept any of the offers made under this article by the corporation or its shareholders, and may dispose of all the shares specified in his offer to the secretary to any person or persons, provided that he shall not sell or transfer these shares at a lower price or on more favorable terms than those specified in the offer to the secretary.

g. Unless otherwise prohibited by law or by these articles of incorporation, the corporation may purchase its own shares from any offering shareholder. The corporation shall not purchase all its outstanding voting shares. Any sale or transfer, or purported sale or transfer, of the corporation's shares by any shareholder shall be null and void unless the terms, conditions, and provisions of this article are strictly followed.

800589

DD65562

**FILED**  
In the office of the Secretary of State  
of the State of California

JUL 3 1978

MARION FONG EL, Secretary of State  
By *Bill Hel*  
Deputy

**CERTIFICATE OF ELECTION  
TO WIND UP AND DISSOLVE  
A & M COMMUNICATIONS, INC.  
A CALIFORNIA CORPORATION**

The undersigned JOE JUMP does hereby certify that he now is, and at all times mentioned herein has been, a shareholder of A & M COMMUNICATIONS, INC., a California corporation, and he does further certify and state:

1. A & M COMMUNICATIONS, INC., a California corporation, has elected to wind up and dissolve.

2. Shareholders of the corporation holding twenty thousand (20,000) shares thereof and representing at least fifty percent (50%) of the voting power of such corporation have elected by written consent to wind up and dissolve the corporation.

3. JOE JUMP has been authorized to execute this Certificate by shareholders of the corporation holding twenty thousand (20,000) shares thereof and representing at least fifty percent (50%) of the voting power of such corporation.

IN WITNESS WHEREOF, the undersigned has executed  
this Certificate this 23 day of June, 1978.

  
JOE JUMP

The undersigned declares under penalty of per-  
jury that the foregoing is true and correct of his own  
knowledge.

Executed on June 23, 1978 at Fresno, Califor-  
nia.

  
JOE JUMP

800887

A208486

**FILED**  
In the office of the Secretary of State  
of the State of California

SEP 17 1979

MARCH BONG EU, Secretary of State

By Raymond E. Kerkorian  
Deputy

CERTIFICATE OF REVOCATION

OF

A & M COMMUNICATIONS, INC.,  
A California Corporation

ROBERT PETERS and TERRELL E. OGBURN certify that:

1. They are shareholders authorized to execute this certificate by shareholders of said corporation holding shares representing 50 percent or more of the voting power of said corporation.

2. Said corporation has revoked its election to wind up and dissolve.

3. No assets of the corporation have been distributed pursuant to such election.

4. The number of shares voting for such revocation was 40,000 and the total number of outstanding shares entitled to vote on the revocation was 40,000.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Revocation of Voluntary Election to Wind Up and Dissolve on 5 2, 1979.

Robert Peters  
ROBERT PETERS, President-Shareholder


Terrell E. Ogburn  
TERRELL E. OGBURN, Secretary-Shareholder



The undersigned, ROBERT PETERS and TERRELL E. OGBURN  
each declares under penalty of perjury that the matters set out in  
the foregoing CERTIFICATE OF REVOCATION are true of his own know-  
ledge.

Executed at Fresno, California, on September 12, 1979.

  
\_\_\_\_\_  
ROBERT PETERS

  
\_\_\_\_\_  
TERRELL E. OGBURN