

# State of Idaho

## Department of State.

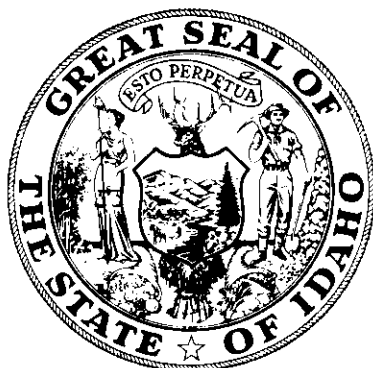
### CERTIFICATE OF AUTHORITY OF

BRYAN MORRISON, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BRYAN MORRISON, 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 BRYAN MORRISON, INC. to transact business in this State under the name BRYAN MORRISON, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated December 31, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

# APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

DEC 26 AM 8 33

SECRETARY OF STATE

1. The name of the corporation is BRYAN MORRISON, INC.
2. \*The name which it shall use in Idaho is BRYAN MORRISON, INC.
3. It is incorporated under the laws of Oregon
4. The date of its incorporation is February 24, 1967 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is P.O. Box 828, 1830 Hawthorne, Forest Grove, Oregon 97116
6. The address of its proposed registered office in Idaho is 428 Park Avenue, P.O. Box 1219, Idaho Falls, Idaho 83401, and the name of its proposed registered agent in Idaho at that address is Ted C. Springer
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: General construction, procuring, manufacturing, distributing, selling and installing specialty products, and all other activity under Idaho Code 30-1-4.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>JAMES B. MORRISON</u>	<u>Pres</u>	<u>3237 Lavina Dr. Forest Grove Ore</u>
<u>BRYAN A. MORRISON</u>	<u>Sec</u>	<u>557 Birchwood Ter. Hillsboro, OR</u>
<u>STELLA M. MORRISON</u>	<u>V.P.</u>	<u>" " "</u>

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
<u>1,000</u>	<u>Common</u>	<u>No Par Value</u>

(continued on reverse)



# State of Oregon

RECEIVED

'90 DEC 26 AM 8 33

SECRETARY OF STATE

## Department of Commerce Corporation Division

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation of  
BRYAN MORRISON, INC.

with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that the above corporation is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this office that are required by the laws of this state.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 18th day of September, 19 80.



**Frank J. Healy**  
Corporation Commissioner

By *Frank J. Healy*

FILE NO. 80130

**FILED**  
IN THE OFFICE OF THE CORPORATION  
COMMISSIONER OF THE STATE OF OREGON  
MAR 6 - 1967  
OF BANK J. HEALY  
CORPORATION COMMISSIONER

ARTICLES OF INCORPORATION  
OF  
BRYAN MORRISON, INC.

The undersigned natural person of the age of twenty-one years or more, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the Oregon Business Corporation Act adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is BRYAN MORRISON, INC.

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual subject to termination at any time by resolution adopted by a majority of the stock holders.

ARTICLE III

PURPOSES AND POWERS

Section 1. The purposes for which the Corporation is organized are limited as follows:

Clause (a). General Purpose. To engage in the business of general construction, and procuring, manufacturing, distributing, selling and installing specialty products.

Clause (b). Ancillary Purposes. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the General Laws of the State of Oregon, or by these Articles of Incorporation.

Clause (c). To Carry Out Such Purposes in Other States. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country.

Section 2. Statutory Powers. Subject to any specific written limitations or restrictions imposed by the General Laws of Oregon, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all the powers specified in Oregon Revised Statutes Chapter 17.

Section 3. Specific Powers. Subject to any specific written limitations or restrictions imposed by the General Laws of the State of Oregon, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise the following specific power:

Clause (a). To Deal in its Own Securities. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of the shares of the Corporation, provided that the purchase, either directly or indirectly, of its own shares shall be out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds of all shares entitled to vote thereon, out of its capital surplus, and provided further that the shares so purchased shall not be canceled, but shall be deemed treasury stock, except as otherwise permitted by Oregon Revised Statutes Chapter 17.

#### A R T I C L E    I V

##### A U T H O R I Z E D   S H A R E S

Section 1. Number. The aggregate number of shares, which the Corporation shall have authority to issue, is 1,000 shares of Capital Stock without nominal or par value.

Section 2. Initial Issue. Three hundred (300) shares of the Capital Stock of the Corporation shall be issued for cash or property taken at its actual cash value; and

the cash or property, when received in payment therefor, shall constitute the initial consideration for the issuance of shares, referred to in Article VII, which is a condition precedent to the commencing of business by the Corporation.

Section 3. Dividends. The holders of the Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the Corporation, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

#### A R T I C L E V

##### SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of the Corporation are not to be divided into classes.

#### A R T I C L E VI

##### NO SHARES ISSUED IN SERIES

The Corporation is not authorized to issue shares in series.

#### A R T I C L E VII

##### INITIAL CONSIDERATION FOR ISSUANCE OF SHARES

The Corporation will not commence business until at least One Thousand Dollars in cash or property has been received as consideration for the issuance of shares.

#### A R T I C L E VIII

##### PRE-EMPTIVE RIGHTS

The holders from time to time of the shares of the Corporation shall have the pre-emptive right to purchase, at such respective equitable prices, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the Corporation as may be issued, from time to time, over and above the issue of the first 300 shares of

the Corporation which have never previously been sold. Such pre-emptive right shall apply to all shares issued after such first 300 shares, whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation, and shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

## A R T I C L E IX

### OPTION TO PURCHASE SHARES

Before any one of the holders of shares of the Capital Stock of the Corporation may sell or transfer his stock or upon his death, he, or his estate, shall first give the Corporation or other shareholders the option to purchase the stock, qua shareholders, at a price to be determined by appraisal and capitalization of earnings if mutual agreement as to the value thereof is impossible.

## A R T I C L E X

### PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

Section 1. Meetings of Shareholders. Meetings of the shareholders of the Corporation may be held at such place, either within or without the State of Oregon, as may be provided in the By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Oregon.

Section 3. By-Laws. The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the By-Laws or to adopt new By-Laws shall be reserved to the shareholders, the affirmative vote of not less than the holders of two-thirds in number of the total number of shares issued and out-



standing being necessary to exercise such reserved power. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Oregon Business Corporation Act or these Articles of Incorporation.

Section 4. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 5. Amendments of Articles of Incorporation. The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation in the manner prescribed by the Oregon Business Corporation Act.

#### A R T I C L E   X I

##### ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

The address of the initial registered office of the Corporation is 557 Birchwood Terrace, Hillsboro, Oregon, 97123, and the name of the initial registered agent at such address is Bryan A. Morrison.

A R T I C L E    X I I

DATA RESPECTING DIRECTORS

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of three members, who must be shareholders of the Corporation but need not be residents of the State of Oregon.

Section 2. Names and Addresses. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, follow:

Name	Street and Number	City	State
Bryan A. Morrison	557 Birchwood Terrace	Hillsboro	Oregon
Stella M. Morrison	557 Birchwood Terrace	Hillsboro	Oregon
James B. Morrison	9050 S. W. Avery	Tualatin	Oregon

Section 3. Increase or Decrease of Directors. The number of directors may be increased or decreased at any time by amendment of the By-Laws.

A R T I C L E    X I I I

DATA RESPECTING INCORPORATOR

The name and address of the incorporator of the Corporation follows:

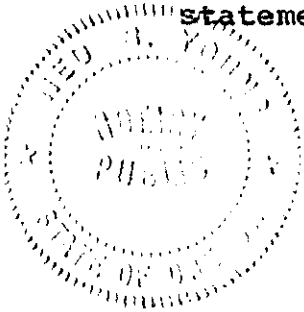
Name	Street and Number	City	State
Bryan A. Morrison	557 Birchwood Terrace	Hillsboro	Oregon

Dated Sept. 24, 1967

  
Bryan A. Morrison

STATE OF OREGON, )  
 )  
County of WASHINGTON, ) ss.

I, NED S. YOUNG, a notary public for Oregon, hereby certify that on the 24th day of FEBRUARY, 1967, personally appeared before me Bryan A. Morrison who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.



Ned Young  
Notary Public for Oregon

My commission expires: 12-20-68