



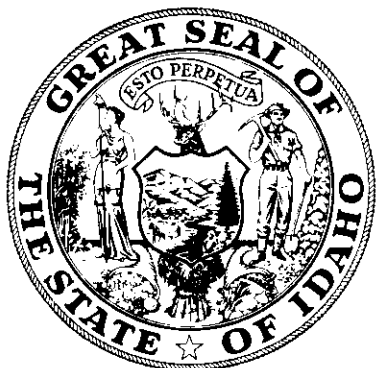
CERTIFICATE OF AUTHORITY  
OF

NORTHWEST PAINTING AND DECORATING, LTD.

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

Dated July 27, 1981.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

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

## APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

1. The name of the corporation is Northwest Painting and Decorating, Ltd.
2. \*The name which it shall use in Idaho is Northwest Painting and Decorating, Ltd.
3. It is incorporated under the laws of Oregon
4. The date of its incorporation is 1-25-78 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 22301, Milwaukie, Oregon 97222
6. The street address of its proposed registered office in Idaho is 300 North Sixth Street, Boise Idaho, and the name of its proposed registered agent in Idaho at that address is CT Corporation System <sup>aspw</sup> stout
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Commercial and industrial painting subcontractor
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>James L. Ferguson</u>	<u>President</u>	<u>17601 S. Dick Dr., Oregon City, OR 97045</u>
<u>James L. Ferguson</u>	<u>Sec-Treas.</u>	<u>Same</u>
<u>                    </u>	<u>                    </u>	<u>                    </u>
<u>                    </u>	<u>                    </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>10,000</u>	<u>Common</u>	<u>No par value</u>
<u>                    </u>	<u>                    </u>	<u>                    </u>
<u>                    </u>	<u>                    </u>	<u>                    </u>

(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
1760	Common	No par value

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 June 30, 19 81.

Northwest Painting and Decorating, Ltd.  
By [Signature] James L. Ferguson  
Its President  
and [Signature] James L. Ferguson  
Its Secretary

STATE OF Oregon )  
COUNTY OF Multnomah ) ss:

I, Janet McMahon, a notary public, do hereby certify that on this 30th day of June, 19 81, personally appeared before me James L. Ferguson, who being by me first duly sworn, declared that he is the President of Northwest Painting and Decorating, Ltd.

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

Janet McMahon  
Notary Public  
My commission expires: 6/22/84

\*Pursuant to section 30-1-108(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 Oregon

## 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  
..... NORTHWEST PAINTING AND DECORATING, LTD. ....

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.

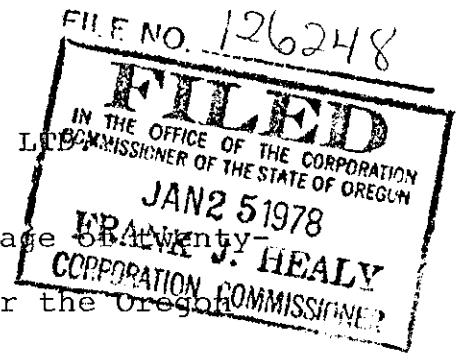
In Testimony Whereof, I have hereunto set my hand and  
affixed hereto the seal of the Corporation Division of  
the Department of Commerce of the State of Oregon  
this 20th day of July, 19 81 .



**Frank J. Healy**  
Corporation Commissioner

By Frank J. Healy

ARTICLES OF INCORPORATION  
OF  
NORTHWEST PAINTING AND DECORATING, LTD.



The undersigned natural person of the age of twenty-one years or more, acting as incorporator under the Oregon Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation is NORTHWEST PAINTING AND DECORATING, LTD. and its duration shall be perpetual.

ARTICLE II

The purposes and powers of the corporation are:

(1) To own, operate, maintain and conduct a general construction and painting contracting business and to manufacture, produce, purchase or otherwise acquire, sell, lease or otherwise dispose of, import, export, distribute, and deal in and with all types of equipment, machinery, goods, wares and merchandise of every kind and description.

(2) To engage in any lawful activity for which corporations may be organized under ORS, Chapter 57.

(3) To engage in any lawful activity and to do anything in the operation of this corporation or for the accomplishment of any of its purposes or for the exercise of any power herein set forth which shall appear necessary or beneficial to this corporation in connection therewith.

### ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock with no par value.

### ARTICLE IV

The address of the initial registered office of the corporation is 3428 S. E. 20th, Portland, Oregon 97201, and the name of its initial registered agent at such address is James L. Ferguson.

### ARTICLE V

The number of directors shall be fixed by the Bylaws of this corporation.

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

James L. Ferguson	6565 Paola Court Gladstone, Oregon 97027
JoAnn Ferguson	6565 Paola Court Gladstone, Oregon 97027
Paul S. Hybertsen	701 Standard Plaza 1100 S.W. Sixth Avenue Portland, Oregon 97204

### ARTICLE VI

The name and address of the incorporator is:

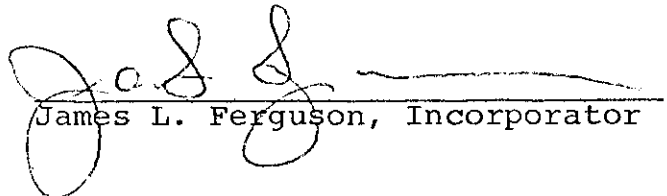
James L. Ferguson	6565 Paola Court Gladstone, Oregon 97027
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ARTICLE VII

The corporation shall indemnify, exonerate, reimburse or defend any present or former director, officer, employee, affiliate, agent or contractor of this corporation for expenses, claims, liabilities, indebtedness, penalties, damage or injury incurred by or caused by them in such capacity, except for their own negligence, knowing unauthorized acts or defalcations not ratified, confirmed or adopted or the benefit thereof received by this corporation.

ARTICLE VIII

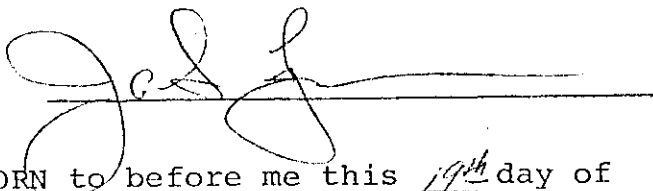
No shareholder shall transfer, alienate or in any way dispose of any share of the corporation until thirty (30) days after the corporation, through its Secretary, shall have had written notice of the proposed sale or transfer, the number of shares proposed to be sold or transferred, the price at which such sale is to be made and the name and address of the prospective buyer. For a period of thirty (30) days, from and after the receipt of such notice, the corporation and the remaining shareholders shall have the exclusive right and option to purchase such shares at the actual price per share at which the proposed sale is to be made.

  
James L. Ferguson, Incorporator

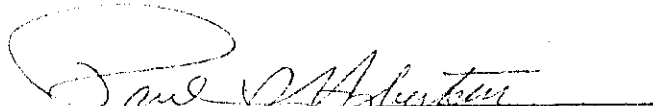
STATE OF OREGON       )  
                              ) ss.  
County of Multnomah)

I, JAMES L. FERGUSON, being first duly sworn, declare

that I am the person who signed the foregoing document as  
Incorporator and that the statements contained therein are  
true.



SUBSCRIBED and SWORN to before me this 19<sup>th</sup> day of  
January, 1978.

  
Notary Public for Oregon  
My commission expires: 3-24-81