

Instrument number 835

Article No. 54209

Certified Copy No. \_\_\_\_\_

UNITED STATES OF AMERICA

THE STATE OF WASHINGTON

DEPARTMENT OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME, I, J. Grant Hinkle, Secretary of State of the State of Washington and custodian of the Seal of said State, do hereby certify that I have carefully compared the annexed copy of the AMENDED ARTICLES OF INCORPORATION OF THE WARREN CONSTRUCTION COMPANY with the original copy of said Articles of Incorporation now on file in this office and find the same to be a full, true and correct copy thereof, and of the whole of said original, together with all official endorsements thereon. And I further certify that the said Amended Articles appear to have been duly and regularly filed in this office, according to law, and that the same are of a genuine, valid and subsisting character, and that this certificate is in due form and by the proper officer having the legal custody of said original and the requisite official knowledge relative thereto.

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, this 9th day of May, A.D. 1923.

(Seal)

J. Frank Hinkle, Secretary of  
State  
By A.M. Kitto, Assistant  
Secretary of State

AMENDED ARTICLES OF INCORPORATION OF  
WARREN CONSTRUCTION COMPANY

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KNOW ALL MEN BY THESE PRESENTS, that we, W.M. MacPhail and O. Enger, President and Secretary respectively of WARREN CONSTRUCTION COMPANY, a Washington corporation, by virtue of authority conferred upon us by a resolution passed by the unanimous vote of the trustees of said Warren Construction Company at a meeting duly held on the Second day of April, A.D., 1923, whereby it was resolved that Article "Fourth" of the Articles of Incorporation of this Company be amended to conform to the increase of the capital stock authorized and directed at a special meeting of the Stockholders of that Company held at Tacoma, Washington on the 30th day of March, A. D. 1923, and that the President and Secretary of this Company be authorized and directed to execute and file proper amended Articles of Incorporation to carry said resolution into effect, do hereby make and publish the following amended Articles of Incorporation of said Company in triplicate, certifying the same to be correct as follows, to-wit:-

Article "Fourth" of said Articles of Incorporation is hereby amended so that the same shall when amended read as follows:-

"Fourth. - The total authorized capital stock of this corporation shall be five thousand (5000) shares of first preferred stock of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to Five Hundred Thousand Dollars (\$500,000.), seven thousand five hundred (7500) shares of second preferred stock of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to Seven Hundred Fifty Thousand Dollars (\$750,000.), and two

thousand five hundred (2500) shares of common stock of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to Two Hundred Fifty Thousand Dollars (\$250,000).

\*The holders of said first preferred stock shall be entitled to receive out of the net earnings a fixed yearly cumulative dividend at the rate of but never exceeding eight per cent (8%) per annum, payable annually or oftener at the discretion of the Board of Trustees, and no dividends shall ever be paid or set apart upon the second preferred or common stocks for any fiscal year until dividends on the first preferred stock at the above named rate for that and previous fiscal years shall have been actually paid or set apart.

\*The holders of said second preferred stock shall be entitled to receive out of the surplus net earnings over and above the amount required for payment of dividends on the first preferred stock as above set forth, a fixed yearly cumulative dividend at the rate of but never exceeding seven per cent (7%) per annum, payable annually or oftener at the discretion of the Board of Trustees, and no dividends shall ever be paid or set apart on the common stock until dividends on the second preferred stock at the above named rate for that and previous fiscal years shall have been actually paid or set apart.

\*After the payment of said dividends to holders of the first preferred and second preferred stocks for any fiscal year and of all accrued dividends on said stocks, the remainder of the net earnings of the Company after reserving such amount as the Board of Trustees may determine, may be distributed as dividends among the holders of the common stock.

\*In case of liquidation or dissolution of the Company, the assets of the Company, after the payment of its debts, shall be divided among the stockholders as follows:-

\*1- Before any payment shall be made to any other of the

stockholders, the holders of the first preferred stock shall be paid in full the par value of such stock held by them, together with interest thereon at the rate of eight per cent (8%) per annum since the date of issue, less any dividends that shall have been paid on said stock, said interest after making said deductions to be ~~compounded annually~~.

\*2- After the payment of all amounts provided for in the paragraph next preceding and before any payment shall be made to the holders of the common stock, the holders of the second preferred stock shall be paid in full the par value of such stock held by them, together with interest thereon at the rate of seven per cent (7%) per annum since the date of issue, less any dividends that shall have been declared and paid on said stock, said interest after making said deductions to be compounded annually.

\*3- Any balance left after the payment of all amounts provided in the two paragraphs next preceding shall be divided pro rata among the holders of the common stock.

\*In case there are not sufficient assets to pay the holders of the first preferred stock in full as set forth in paragraph 1 above, the assets shall be divided pro rata among such holders and in case there are sufficient assets to pay the first preferred stockholders in full, but not sufficient assets to pay the holders of the second preferred stock in full as set forth in paragraph 2 above, the balance left after paying the holders of the first preferred stock shall be divided pro rata among the holders of the second preferred stock.

\*The first preferred and second preferred stocks shall be treated as if issued either on the first day of January, April, July or October, that is, on the one of said dates next preceding the date on which it actually has been or shall be issued, and dividends shall be computed on said stock

accordingly.

"The right is hereby reserved to the stockholders to pay off at par and accrued interest as in case of liquidation and cancel at any time after issued any or all of the shares of the first preferred and or the second preferred stock as in their judgment may be deemed advisable; provided, however, that the stockholders shall not pay off and cancel any second preferred stock until all of the first preferred stock issued and outstanding shall have been paid off and cancelled."

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of said corporation this Second day of April A.D., 1923.

(Corporate Seal)

W. M. MacPhail, President of  
Warren Construction Co.

O. Enger, Secretary of Warren  
Construction Co.

STATE OF OREGON            )  
                                  ) :ss  
County of Multnomah        )

On this Second day of April, A. D., 1923, before me a Notary Public in and for said County and State, personally appeared W. M. Macphail and O. Enger, to me known to be the President and Secretary respectively of Warren Construction Company, and who executed the within and foregoing instrument and acknowledged the said instrument to be their free and voluntary act and deed and the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned and on oath stated that they were authorized to execute said instrument and that the seal affixed thereto is the corporate seal of said Company.

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

{ R.R.Sibley  
Notary Public  
State of Oregon }

R. R. Sibley, Notary Public  
for Oregon, residing at Portland

My commission expires: May 11-1925 (Endorsement) therein

State of Washington, SS.

Filed for record in the office of the Secretary of State  
May 8, 1923 at 9:09 o'clock A.M., Recorded in Book \_\_\_\_\_ Page \_\_\_\_\_

Domestic Corporations

J. Grant Hinkle, Secretary of  
State

(Endorsed)  
#835 Amended Articles of Incorporation of the Warren Construction  
Company, State of Idaho, County of Ada, ss. I hereby certify  
that this instrument was filed for record at the request of  
Warren Construction Co. at 50 minutes past 11 o'clock A.M., this  
6th day of June, 1923. Stephen Utter, Ex-Officio Recorder  
By Josephine Smith, Deputy. Fees, 50¢

STATE OF IDAHO )  
                  ) :ss  
County of Ada )

Certificate

I, Stephen Utter, Ex-Officio Recorder in and for Ada  
County, State of Idaho, do hereby certify that the annexed is  
a full, true and correct copy of certain Amended Articles of  
Incorporation of the Warren Construction Company Number 835  
as the same appears in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official Seal this 6th day of June, 1923.

Stephen Utter  
Ex-Officio Recorder

By Josephine Smith Deputy