



## 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

### WHITMAN SECURITY COMPANY

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 **11th** day of **January**, 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **11th** day of **January**, 19 **65**, a designation of **Hardy C. Lyons** in the County of **Booner** 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 **11th** day of **January**, A.D. 19 **65**.

Secretary of State.

United States of America  
~~State of Washington~~

DEPARTMENT



OF STATE

*TO ALL TO WHOM THESE PRESENTS SHALL COME*

*I, Victor A. Meyers Secretary of State of the State of Washington, and custodian of the Seal of said State, do hereby certify* that the annexed is a true and correct copy of the Articles of Incorporation of WHITMAN SECURITY COMPANY which have been duly filed and recorded in my office in accordance with law; I further certify no amendments have been filed to the Articles of Incorporation and that WHITMAN SECURITY COMPANY 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 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,*  
*this 1st day of December A.D. 1964*

*Victor A. Meyers*

Secretary of State

By *Jean C. Dunker*  
 Assistant Secretary of State  
 (Mrs.) Jean C. Dunker

ARTICLES OF INCORPORATION

APPROVED  
AND FILED  
JUN 5 - 1952  
EARL COE  
SECRETARY OF STATE  
BY *Earl Coe*  
Adjutant Secretary of State

The undersigned, for the purpose of organizing a corporation pursuant to the laws of the State of Washington, do hereby adopt the following articles of incorporation:

ARTICLE I. The name of this corporation shall be the Whitman Security Company.

ARTICLE II. The purposes and objects of this corporation shall be as follows: To buy, sell and otherwise deal in notes, stocks, bonds, chattel mortgages, conditional sales, real estate mortgages, real estate contracts or other investments which the Board of Directors shall deem proper; to hold by lease, to sell, mortgage, borrow or otherwise encumber, sell, dispose of real and personal property of all kinds and descriptions with power to execute any and all legal instruments and documents to carry out the powers herein given, including the right to vote corporate stock and appoint some person for that purpose from time to time to the same extent as a natural person might or could do; to purchase, hold, sell and re-issue the shares of its own capital stock; to endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of indebtedness and secure the payment or satisfaction of interest on obligations and of dividends and shares of the capital stock of other corporations, and do any other acts and things for their preservation, protection, improvements or management of the value of the corporation property, but not in any way exercising the powers of a surety company; to elect officers, appoint agents, define their duties and fees and compensations; to lease, exchange or sell all of the corporation assets with the consent of two-thirds (2/3) of the outstanding capital stock of the corporation at any annual meeting or at any special meeting called for that purpose; to make By-Laws not inconsistent with the laws of the State of Washington or the State of Idaho to further the administration of the business and interests of this corporation; to conduct business in this state or any other state, the District of Columbia, territories and possessions and dependencies of the United States upon qualifying there to do; and to have and establish offices in and out of this state and to have all of the powers herein

set forth in this state and any other state where the corporation shall do business; provided always that none of the powers herein enumerated shall be deemed to grant to the corporation the power to carry on the business of banking.

ARTICLE III. The location of this corporation shall be Colfax, Washington, and the Post Office address of its registered office shall be:

Brown & Holter Chevrolet Building, Main Street, Colfax, Washington

ARTICLE IV. The corporation shall commence on the 1st day of June, 1952, and continue thereafter for a period of twenty-five (25) years, but the period of its existence may be renewed from time to time as provided by the laws of the State of Washington.

ARTICLE V. The names of the persons forming this corporation and the subscription of each are: Robert N. Brown, Colfax, Washington, one hundred (100) shares, \$10,000.00; Joe N. Sheer, Colfax, Washington, ninety-nine (99) shares, \$9,900.00; and Beverly Sheer, Colfax, Washington, one (1) share, \$100.00; all of the above named persons are citizens of the United States.

ARTICLE VI. The management of this corporation shall be vested in a Board of Directors of not less than three persons as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the stockholders at the general office of the corporation on the first Monday in January, at eight o'clock p.m. each year hereafter, and the first directors shall be Robert N. Brown, Joe N. Sheer and Beverly Sheer.

ARTICLE VII. The amount of the capital stock of this corporation shall be Twenty-five Thousand Dollars (\$25,000.00) divided into two hundred fifty (250) shares of preferred stock of the par value of \$100.00 each to be payable as follows:

\$2.00 per share as soon as the corporation is organized and by either cash or property, and the balance shall be payable upon the call of the Board of Directors.

The paid in capital shall be at least \$1,000.00 before the corporation shall begin business. In addition to the preferred stock, there shall be two hundred fifty shares of common stock of no par value, and anyone purchasing preferred stock shall be entitled to one share of common stock for each share of preferred

stock purchased.


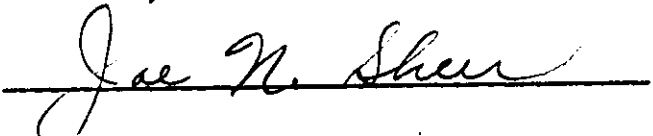

ARTICLE VIII. The ownership of preferred stock shall entitle the holder thereof to receive out of the net earnings, and the corporation shall be bound to pay, an annual dividend at the rate of 8 per cent per annum payable before any dividends shall be set apart or paid on the common stock. The holders of preferred stock shall in case of liquidation or dissolution of the corporation, before any amount shall be paid to the holders of the common stock, be entitled to be paid the par amount of their shares and dividends which have been declared and unpaid thereon, but shall not participate in any further distribution of the surplus assets of the company. Such preferred stock, at the discretion of the company, shall be subject to redemption at par at any time by payment of the par value thereof plus any accumulated dividends; preferred stock shall not be cumulative as to dividends except dividends declared, and the preferred stockholders shall not be entitled to any dividends until the same shall be declared by the Board of Directors of the company.

ARTICLE IX. The voting power of the company shall be vested in the common stockholders

ARTICLE X. The corporation shall have power and authority to the same extent as natural persons might or could do to carry out the purposes of incorporation.

ARTICLE XI. These articles of incorporation may be amended or revised by the share-holders at any annual meeting or at a special meeting called for that purpose on a vote of two-thirds (2/3) of the shareholders.

IN WITNESS WHEREOF, We have hereunto set our hands this, the 10<sup>th</sup> day of May, 1952.

STATE OF WASHINGTON )  
County of Whitman ) ss.

On this day personally appeared before me Robert N. Brown, Joe N. Sheer and Beverly Sheer, to me known to be the individuals described in and who

executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 10<sup>th</sup> day of May, 1952.

Claudio F. Irvine  
Notary Public in and for the State  
of Washington, residing at Pullman

A F F I D A V I T

STATE OF WASHINGTON )  
COUNTY OF Whitman ) SS.

Joe N. Sheer being first duly sworn  
on oath deposes and says:

That he is one of the incorporators  
(incorporator) (representative)

of WHITMAN SECURITY COMPANY  
(name of corporation)

and that to the best of his knowledge and belief the value  
received and to be received by said corporation in return  
for the issuance of its non-par-value stock does not ex-  
ceed the sum of \$ 100.00.

Joe N. Sheer

SUBSCRIBED and sworn to before me this 23rd day of  
May, 1952.

Claude K. Irwin  
NOTARY PUBLIC in and for the State  
of Washington, residing at Pullman

No. \_\_\_\_\_

**FILED**

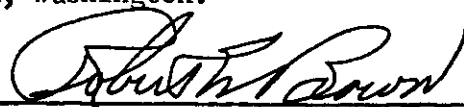
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NOTICE OF CHANGE OF ADDRESS OF REGISTERED OFFICE OF THE  
SECRETARY OF STATE

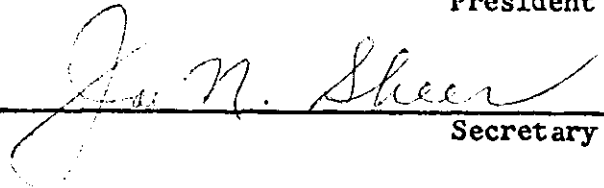
At a meeting of the Board of Directors of Whitman Security Company,  
held on July 1, 1959, at which all members were present, it was duly  
resolved to change the address of the registered office of this corporation to:

(Corporate  
Seal)

C/o Brown & Holter Chevrolet Company  
Walla Walla Highway  
Colfax, Washington.

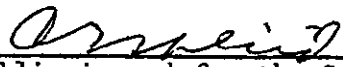


President



Secretary

Subscribed and sworn to before me this 1 day of July, 1959.



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