



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

**PRIME, INC.**

a corporation duly organized and existing under the laws of **Arizona** 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 **second** day of **December** 19 **70**, a properly authenticated copy of its articles of incorporation, and on the **second** day of **December** **1970**, a designation of **T.H. Eberle or R.B. Kading or J.R. Gillespie** the County of **Ada** 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 **second** day of **December**, A.D., 19 **70**.

Pete T. Cenarrusa  
Secretary of State

Corporation Clerk

# STATE OF ARIZONA

## Corporation Commission



To all to Whom these Presents shall Come, Greeting:

I, WILLIAM R. JOHNSON, SECRETARY OF THE ARIZONA  
CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and  
complete copy of the ARTICLES OF INCORPORATION

of

PRIME CONSTRUCTION CO., INC.

which were filed in the office of the Arizona Corporation Commission  
on the 21st day of June, 1960, as provided by law. All AMENDMENTS  
filed thereto, including name change to PRIME, INC., filed on the 27th  
day of December, 1965.

IN WITNESS WHEREOF, I HAVE HEREUNTO  
SET MY HAND AND AFFIXED THE OFFICIAL SEAL  
OF THE ARIZONA CORPORATION COMMISSION, AT  
THE CAPITOL, IN THE CITY OF PHOENIX, THIS 27th  
DAY OF November A. D. 1970



BY William R. Johnson SECRETARY.

ASSISTANT SECRETARY

ARTICLES OF INCORPORATION  
OF  
PRIME CONSTRUCTION CO., INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Arizona and for such purpose hereby adopt Articles of Incorporation as follows:

ARTICLE I

The names, residences and post office addresses of the incorporators are:

W. D. Hinton, Jr.	1015 San Marino Avenue San Marino, California
George W. Bryant	1385 Old Mill Road San Marino, California
William E. MacLeod	2040 W. Cambridge Phoenix, Arizona

ARTICLE II

The name of this corporation shall be PRIME CONSTRUCTION CO., INC.

ARTICLE III

The corporation's head office and principal place of business shall be in Phoenix, Maricopa County, Arizona, but other offices and places for conducting business, both within and outside the State of Arizona, may be established from time to time by the Board of Directors, where meetings of the stockholders and directors may be held and any of the business of the corporation may be transacted.

#### ARTICLE IV

The general nature of the business to be transacted by the corporation and objects and purposes for which the corporation is formed are to carry on and conduct a general engineering and contracting business, including therein the designing, construction, enlargement, repairing, removing or otherwise engaging in any work upon buildings and structures of every nature and to manufacture and furnish building materials and supplies connected therewith; to purchase, hold and sell stock, bonds and other intangibles and to buy, sell, rent, franchise, process and otherwise deal in goods, wares and merchandise of every description; to purchase, lease, improve, sell or otherwise deal in real property and all types of interests in real property and to perform such services of every description as may be determined by its board of directors.

In furtherance and not in limitation of general powers conferred by the State of Arizona and in furtherance and not in limitation of the objects and purposes herein set forth, the corporation shall have all powers incident and desirable for carrying out the aforesaid objects and purposes which said powers shall include but not be limited to the following:

1. To do any and all things herein set forth as objects, purposes, powers, or otherwise, either alone or in conjunction with others, by way of joint venture, partnership, or otherwise.
2. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.
3. To borrow money for its corporate purposes, and to issue the company's note or notes therefor in

series, or otherwise; to execute and issue bonds, debentures, or other obligations in series, or otherwise; to issue or cause to be issued certificates or other negotiable or transferable instruments; and to mortgage or pledge any or all of the assets of the corporation as security for the performance of the covenants of any such notes, bonds, debentures, certificates or other instruments.

4. To loan money, with or without security and with or without interest; to purchase, hold, acquire and dispose of bills, notes, trade acceptances, conditional sale contracts, and commercial papers of every kind, and to endorse, sell, discount, rediscount and to guarantee payment of the same, and, as surety, endorser, guarantor, or otherwise, to undertake, assume and guarantee liabilities, obligations, indebtedness and contracts with respect to which the corporation may have any interest, direct or indirect.

5. To purchase or acquire from any of its directors or stockholders any properties, interests, shares of stock or other assets which the Board of Directors may deem it desirable to acquire, and to pay for the same in stock of the corporation, or by notes, debentures, bonds or other obligations of the corporation, or by cash or transfer of property of the corporation.

6. To enter into, make and perform contracts of every kind for any lawful purpose, without restrictions as to character or amount, with any person, firm, association, trust or corporation.

7. To purchase, lease or otherwise acquire, in whole or in part, the business, good will, rights, franchises and property of every kind and to take over the whole or any part of the assets and liabilities of any person, firm, association, trust or corporation, or other entity, engaged in any business whatsoever.

#### ARTICLE V

The authorized capital stock of this corporation shall be One Million Dollars (\$1,000,000), consisting of fifty thousand (50,000) shares of common stock of the par value of Ten Dollars (\$10.00) each, and fifty thousand (50,000) shares of preferred stock of the par value of Ten Dollars (\$10.00) each, all of which shall be fully paid and nonassessable.

The holders of preferred stock shall be entitled to receive a cumulative dividend of five per cent (5%) per annum prior to the payment of any dividends upon the common stock.

For this purpose the preferred stock dividend shall accrue at the close of each calendar year with respect to such stock as may be outstanding at the beginning of such year. Upon liquidation or dissolution the holders of preferred stock shall be entitled to receive the par value of their shares plus any accumulated unpaid dividends before any amounts or properties are distributed to the holders of common stock, but shall not thereafter share in any further distribution from the corporation.

The Board of Directors may, from time to time, call for redemption and cancellation such shares of preferred stock as it may determine, by lot or otherwise, upon the payment to the holders of the par value of such shares plus any accumulated and unpaid dividends. Any accumulated and unpaid dividend for the year of redemption shall be pro rated from the first day of such year to the date of redemption.

The holders of preferred stock shall not be entitled to vote at any stockholders' meeting and shall have no voice in the management of the corporation.

Stock may be issued in payment for real or personal property, services or any other right or thing of value for the use and purpose of the corporation and the Board of Directors shall be the sole judges, in the absence of fraud, of the value of any property or rights acquired in the issuance of capital stock, all of which when issued shall be deemed fully paid and nonassessable.

#### ARTICLE VI

The time of the commencement of this corporation shall be the day a certificate of incorporation thereof is issued by the Arizona Corporation Commission and the termination of the corporation shall be twenty-five (25) years thereafter with the privilege of renewal as provided by law.

## ARTICLE VII

The affairs of the corporation shall be conducted by a Board of Directors consisting of not less than three (3) or more than seven (7) directors, and such officers as said Board may elect or appoint, as provided by the Bylaws. The number of directors shall be designated by the stockholders and the directors shall be elected at their annual meeting to be held on the first Monday of April. The directors are not required to be stockholders of the corporation. Until the first annual meeting of the stockholders and until their successors have been elected and have qualified, the Board of Directors shall consist of three directors and the following named persons shall constitute the initial Board: W. D. Hinton, Jr., George W. Bryant and William E. MacLeod.

Until their successors have been elected and qualified by the Board of Directors, the following persons shall constitute the officers of the corporation:

President	-	W. D. Hinton, Jr.
Vice President	-	George W. Bryant
Secretary and Treasurer	-	William E. MacLeod.

Any two offices, except those of President and Vice President, may be filled by the same person.

The Board of Directors shall have power to adopt, amend and rescind bylaws, to fill vacancies occurring in the Board of Directors from any cause, to sell, assign, transfer and convey or otherwise dispose of and deliver all of the property, assets, good will, property rights and franchises of the corporation, in part or in whole, at such prices and upon such terms and conditions as, in its discretion, the Board of Directors deems advisable; to appoint from their own

number an executive committee and vest said committee with any and all powers granted to the Board of Directors by these Articles.

#### ARTICLE VIII

The highest amount of indebtedness or liability, direct or contingent, to which the corporation is at any time to subject itself is an amount equal to two-thirds (2/3) of its authorized capital stock except as may otherwise from time to time be provided by law.

#### ARTICLE IX

The private property of the stockholders, directors and officers of the corporation shall be forever exempt from the debts and obligations of the corporation.

#### ARTICLE X

The corporation does hereby appoint JOHN F. BOLAND, JR., of Phoenix, Arizona, who has been a bona fide resident of Arizona for at least three (3) years its lawful agent in and for the State of Arizona for and on behalf of said corporation, to accept and acknowledge service of and upon whom service of process may be made in any action or proceeding which may be brought against this corporation, such service of process, or the acceptance thereof by said agent, endorsed thereon, to have the same force and effect as if served on an officer of the corporation. This appointment may be revoked at any time by the filing of a revocation of appointment by the Board of Directors and the appointment of a successor statutory agent.

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands this 20th day of June, 1960.

W. D. Minton, Jr.

George W. Bryant

William E. Ireland



STATE OF CALIFORNIA                    )  
  ) ss.  
County of Los Angeles                )

On this, the 20th day of June, 1960, before me,  
W. T. Terrell, the undersigned officer, personally  
appeared W. D. HINTON, JR., known to me (or satisfactorily  
proven) to be the person whose name is subscribed to the within  
instrument, and acknowledged that he executed the same for the  
purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My commission expires \_\_\_\_\_

Notary Public

STATE OF CALIFORNIA                    )  
  )    ss.  
County of Los Angeles                )

On this, the 20th day of June, 1960, before me,  
W. T. Terrell, the undersigned officer, personally  
appeared GEORGE W. BRYANT, known to me (or satisfactorily  
proven) to be the person whose name is subscribed to the  
within instrument, and acknowledged that he executed the same  
for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My commission expires \_\_\_\_\_

Notary Public

STATE OF ARIZONA       )  
                              ) ss.  
County of Maricopa     )

On this, the 21st day of June, 1960, before me, Billy C. Mosier, the undersigned officer, personally appeared WILLIAM E. MACLEOD, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My commission expires My Commission Expires Jan. 7, 1961

Billy C. Mosier  
Notary Public

ARIZONA CORPORATE COMMISSION  
INCORPORATED

FILED

JUN 11 1968

AG .....  
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Att. .....  
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P. ....  
BOOK ..... 25

CERTIFICATE  
OF  
AMENDMENT OF ARTICLES OF INCORPORATION  
OF  
PRIME CONSTRUCTION CO., INC.

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KNOW ALL MEN BY THESE PRESENTS:

That at a Special Meeting of the Stockholders of PRIME CONSTRUCTION CO., INC., an Arizona corporation, duly convened and held at Huntington Park, California, on the 29th day of December, 1965, Article I of the Articles of Incorporation of said corporation was amended by the affirmative vote of the holder of all of the issued and outstanding capital stock of said corporation.

That prior to the holding of said meeting, due and proper notice in writing had been given as required by law to said stockholder of said corporation with respect to the proposed amendment to said Articles of Incorporation.

That Article I of said Articles of Incorporation was, at said meeting, changed and amended to be hereafter as follows:

"ARTICLE I

The name of the corporation shall be  
PRIME, INC."

IN WITNESS WHEREOF, the President and Secretary of the said PRIME CONSTRUCTION CO., INC. have hereunto set

their hands and affixed the seal of said corporation this  
29 day of December, 1965.

PRIME CONSTRUCTION CO., INC.

By

W. D. Hinton, Jr.  
President

ATTEST:

William E. MacLeod  
Secretary

CALIFORNIA  
STATE OF ~~REPUBLIC~~ )  
Los Angeles ) ss  
County of ~~REPUBLIC~~ )

On this, the 29th day of December, 1965, before me, the undersigned officer, personally appeared W. D. HINTON, JR. and WILLIAM E. MacLEOD, who acknowledged themselves to be the President and Secretary, respectively, of PRIME CONSTRUCTION CO., INC., a corporation, and that they, as such officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by themselves as such officers.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Dorothy M. [Signature]  
Notary Public

My Commission expires:

[Signature]

