

State of Idaho



Department of State.

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

SPENCER, WHITE & PRENTIS, INC.

a corporation duly organized and existing under the laws of **New York** 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 **Twenty-ninth** day of **May** **1964**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-ninth** day of **May** **1964**, a designation of **W.C. Roden or T.H. Eberle** in 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 **29th** day of **May**, A.D. 19 **64**.

Secretary of State.

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CERTIFICATE OF INCORPORATION
OF
SPENCER, WHITE & PRENTIS, INC.
PURSUANT TO ARTICLE TWO OF THE STOCK CORPORATION LAW

WE, THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Article Two of the Stock Corporation Law of the State of New York, do hereby certify:

FIRST: The name of the proposed corporation shall be
SPENCER, WHITE & PRENTIS, INC.

SECOND: The purposes for which it is to be formed are:

To carry on the business of general contractors; to construct, erect, build, equip, improve, alter and repair roads, subways, tunnels, highways, traways, railroads, rail-ways, branches or extensions thereof, sidings, switches, stations, freight and storage houses and other buildings, bridges, docks, piers, reservoirs, wharves, canals and other water courses and sewers, to construct, erect, build, equip, improve, alter and repair plants for furnishing, by electricity or otherwise, light, heat and power; to install systems, machinery, appliances and devices for the generation, accumu-lation and distribution of electrical force and energy of every kind and nature.

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To plan, make, construct, build, erect, equip, improve, repair and alter, either in whole or in part, any and all kinds of buildings, foundations, bridges, railroads, trawways, viaducts, aqueducts, canals, vaults, sewers, subways, tunnels, elevators, piers, docks, dry docks, wharves, slips, harbors, vessels, reservoirs, structures of every kind, including superstructures and sub-structures, and the latter, whether subterranean or subaqueous, embankments, excavations, irrigation systems, reclamation, improvement, sewerage, drainage, sanitary, water and gas works, systems, plants, machinery, appliances and devices for the generation, accumulation and distribution of electrical force and energy of every kind and nature, plants for furnishing by electricity or otherwise, light, heat or power, and any and all works and conveniences of public or private utility, and to make and enter into any and all kinds of contracts for the doing of any of said things.

To guarantee, acquire, hold, sell, mortgage, pledge or otherwise dispose of all forms of securities and commercial paper of every sort and description whether issued by corporations, associations, trustees or individuals, and to deal in and with the same; to receive, collect and dispose of interest, dividends and income upon, of and from any of the bonds, mortgages, debentures, notes, shares of capital stock, securities, obligations, contracts, evidences of indebtedness and other property held or owned by it and to exercise in respect of such bonds, mortgages, debentures, notes, shares of capital stock, securities, obligations, contracts, evidences of indebtedness and other property, any and all the rights, powers and privileges of individual ownership thereof, including the right to vote thereon; to endorse commercial

paper of corporations in which the corporation is interested; to guarantee obligations of such corporations and to do any and all acts and things tending to increase the value of the property at any time held by the corporation.

To take, acquire, buy, hold, own, manage, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise operate and deal in and dispose of real estate and buildings, or any interest and rights therein without limit as to amount; to erect, construct and alter buildings and other structures; to make and enter into any and all manner and kind of contracts, agreements and obligations by or with any person or persons, corporation or corporations and with or by this corporation, for the erection, construction, equipment, improvement, work, development, leasing, repairing, management or control of any building and edifice of any kind whatsoever; to aid other corporations and individuals by subsidy, grant, loan or otherwise, and to lend money on bonds secured by mortgages on real estate or upon personal property; and to lend money and to make advances from time to time on bonds secured by mortgages for future advances on real estate; also to acquire, purchase, hold and to sell and deal in any other kinds of bonds, stocks, or investments, with full power to borrow such money as may be required for the purpose of the business of the corporation.

To manufacture any or all machinery, tools, implements, appliances, supplies and materials for use in or about any of the works, constructions or operations aforementioned or otherwise, and to maintain and operate a factory or factories for the manufacture of such machinery, tools, implements, appliances, supplies and materials, and any other

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articles capable of being manufactured thereat, and to use, sell or otherwise dispose of any such machinery, tools, implements, appliances, supplies, materials or other articles.

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the same or similar business.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

To borrow money and to issue bonds, debentures, or obligations of this corporation from time to time, for any of

the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other similar business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of New York upon corporations formed under the act hereinbefore referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: The amount of the capital stock shall be One Million One Hundred Thousand Dollars (\$1,100,000.00).

FOURTH: The number of shares of which the capital stock shall consist is one hundred thousand (100,000) shares of preferred stock of the par value of Ten Dollars (\$10.00) per share, three hundred (300) shares of Class A common stock of the par value of One Hundred Dollars (\$100.00) per share, and seven hundred (700) shares of Class B common stock of the par value of One Hundred Dollars (\$100.00) per share.

The designations, preferences, privileges and voting powers of the shares and the restrictions or qualifications thereof are as follows:

The holders of the preferred stock shall be entitled to receive, when and as declared by the board of directors of the corporation, out of any assets of the corporation available for dividends pursuant to the laws of the State of New York, preferential dividends at the rate of four per centum (4%) per annum, payable annually, semi-annually or quarterly on such days as may be determined by the board of directors and participating dividends hereinafter described before any dividend shall be declared or paid upon or set apart for the common stocks. Such preferential dividends upon the preferred stock shall be cumulative from the date of issue thereof, so that if dividends for any past dividend period at the rate of four per centum (4%) per annum shall not have been paid thereon, or declared and a sum sufficient for payment thereof set apart, the deficiency shall be fully paid or set apart but without interest, before any dividend shall be paid upon or set apart for the common stocks. In addition to the four per centum (4%) cumulative preferential

dividend above provided for, there shall be set aside at the close of each fiscal year of said corporation for additional dividends upon said preferred stock, fifteen per centum (15%) of the net income of this corporation for such fiscal year remaining after the payment of federal and state corporate franchise, excise, income and excess profits taxes (no matter how named for such year) and said sum so set apart shall thereupon be paid pro rata to and accrue to the holders of the preferred stock of this corporation outstanding at the close of said fiscal year of said corporation. Whenever the full preferential dividends upon the preferred stock for all past dividend periods shall have been paid, and the full dividend thereon for the then current dividend period and the participating dividend shall have been paid or declared and a sum sufficient for such payments set apart, dividends upon the common stocks may be declared by the board of directors out of the remainder of the assets available therefor.

The corporation may at the option of the board of directors, redeem the whole or any part of the outstanding preferred stock on any dividend payment date by paying Ten Dollars (\$10.00) for each share thereof, together with a sum of money equivalent to dividends at the rate of four per centum (4%) per annum on the par value thereof from the date on which the dividends thereon became cumulative to the date fixed for such redemption plus any earned participating dividends, less the amount of dividends theretofore paid thereon. Notice of such election to redeem shall, not less than thirty (30) days prior to the dividend date upon which the stock is to be redeemed, be mailed to each holder of stock so to be redeemed at his address as it appears on the books of the corporation. In case less than all of the outstanding preferred stock is

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to be redeemed, the amount to be redeemed and the method of effecting such redemption, whether by lot or pro rata or other equitable method, may be determined by the board of directors. If on or before the redemption date named in such notice, the funds necessary for such redemption shall have been set aside by the corporation so as to be available for payment on demand to the holders of the preferred stock so called for redemption, then, notwithstanding that any certificate of the preferred stock so called for redemption shall not have been surrendered for cancellation, the dividends thereon shall cease to accrue from and after the date of redemption so designated, and all rights with respect to such preferred stock so called for redemption including any right to vote or otherwise participate in the determination of any proposed corporate action, shall forthwith after such redemption date cease and determine, except only the right of the holder to receive the redemption price therefor, but without interest. Stock redeemed pursuant to the provisions hereof shall not be reissued but shall be cancelled.

In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of the preferred stock shall be entitled, before any assets of the corporation shall be distributed among or paid over to the holders of the common stocks, to be paid Ten Dollars (\$10.00) per share, together with a sum of money equivalent to dividends at the rate of four per centum (4%) per annum on the par value thereof, from the date or dates upon which dividends on such preferred stock became cumulative to the date of payment thereof plus any earned participating dividends, less the amount of dividends theretofore paid thereon. After the making of such payments

to the holders of the preferred stock, the remaining assets of the corporation shall be distributed among the holders of the common stocks alone, according to the number of shares held by each. If, upon such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of the preferred stock shall be insufficient to permit of the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the preferred stock.

Each share of preferred stock and Class A common stock and Class B common stock shall have one vote in all elections and in all proceedings which authorizes any action by the vote or written consent of stockholders of this corporation.

FIFTH: The office of the corporation is to be located in the City of New York, County of New York, State of New York.

The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is 10 E. 40th Street, New York 17, N. Y.

SIXTH: The duration of the corporation shall be perpetual.

SEVENTH: The number of its directors shall be not less than five(5), nor more than seven (7). Directors need not be stockholders.

EIGHTH: The names and post-office addresses of the directors until the first annual meeting of the stockholders are:

<u>NAMES</u>	<u>POST-OFFICE ADDRESSES</u>
CHARLES B. SPENCER	Indian Road, Fieldston, Bronx County, N. Y.
EDMUND A. PRENTIS	2 West 67th Street, New York, N. Y.
HARRY T. IMMERMAR	554 Forest Avenue, New Rochelle, N. Y.
JOSEPH C. WEAVER	Matthiasson Park, Irvington, N. Y.
EDWARD E. WHITE	61 Woodbine Avenue, Larchmont, N. Y.

NINTH: The name and post-office address of each subscriber of this certificate of incorporation and a statement of the number of shares of stock which each agrees to take in the corporation are:

<u>NAME</u>	<u>POST-OFFICE ADDRESS</u>	<u>NO. OF SHARES</u> <u>Preferred</u>
THOMAS B. WARD	120 Broadway, New York, N. Y.	1
WILLIAM R. BADGER	120 Broadway, New York, N. Y.	1
WILLIAM A. HAMLIN	120 Broadway, New York, N. Y.	1

TENTH: All of the subscribers of the certificate are of full age, at least two-thirds of them are citizens of the United States, at least one of them is a resident of the State of New York and at least one of the persons named as a director is a citizen of the United States and a resident of the State of New York.

ELEVENTH: The Secretary of State is designated as the agent of the corporation upon whom process in any action or proceeding against the corporation may be served.

IN WITNESS WHEREOF, we have made, signed and acknowledged this certificate, this 17th day of June, A. D. 1952.

Thomas B. Ward
William R. Badger
William A. Hamlin

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STATE OF NEW YORK } SS:
COUNTY OF NEW YORK }

On this 17th day of June A. D. 1952, before me copy personally came THOMAS B. WARD, WILLIAM R. BADGER and WILLIAM A. HAMLIN, to me known, and known to me to be the persons described in and who executed the foregoing certificate and they severally duly acknowledged to me that they executed the same.

filed in this
copy is a

Henry Meyer

NEW YORK
COUNTY OF NEW YORK
NOTARY PUBLIC
No. 1244
NY, Reg. in New York Co.
1952

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF

SPENCER, WHITE & PRENTIS, INC.

PURSUANT TO SECTION THIRTY-SIX OF THE STOCK CORPORATION LAW

182237 WE, THE UNDERSIGNED, JOSEPH C. WEAVER and
EDMUND A. PRENTIS III, being respectively the president and
the secretary of SPENCER, WHITE & PRENTIS, INC., hereby
certify:

1. The name of the corporation is SPENCER, WHITE &
PRENTIS, INC.

2. The certificate of incorporation of said cor-
poration was filed in the Department of State on the 18th
day of June, 1952.

3. The certificate of incorporation is amended to
authorize new shares and reduce the par value of Class A
common stock and Class B common stock; to change shares,
and to change voting rights.

4. Article "THIRD" and the first paragraph of
Article "FOURTH" of the certificate of incorporation, which
read as follows:

"THIRD: The amount of the capital stock
shall be One Million One Hundred Thousand Dollars
(\$1,100,000.00)."

"FOURTH: The number of shares of which the
capital stock shall consist is one hundred
thousand (100,000) shares of preferred stock of
the par value of Ten Dollars (\$10.00) per share,
three hundred (300) shares of Class A common

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Stock of the Par value of One Hundred Dollars
(100.00) per share, and seven hundred (700)
shares of Class B common stock of the par value
of Two Dollars (\$2.00) per share.
are amended to read as follows:

"FIRST: The amount of the capital stock
shall be One Million Six Hundred Thousand
Dollars (\$1,600,000.00)."

"FOURTH: The number of shares of which the
capital stock shall consist is one hundred
thousand (100,000) shares of preferred stock of
the par value of Ten Dollars (\$10.00) per share,
and ninety thousand (90,000) shares of Class A
common stock of the par value of Two Dollars
(\$2.00) per share, and two hundred ten thousand
(210,000) shares of Class B common stock of the
par value of Two Dollars (\$2.00) per share."

The paragraph of Article "FOURTH" of the certificate
of incorporation, which reads as follows:

"In addition to the four per centum (4%)
cumulative preferential dividend there shall be
set aside at the close of each year fifteen per
centum (15%) of the net income of this corpora-
tion for each fiscal year of the corporation
remaining after Federal and State corporate
franchise, excise, income and excess profits
taxes (no matter how named for such year) and
said sum so set apart shall thereupon be paid
pro rata to and accrue to the holders of the
preferred stock of this corporation outstanding
at the close of said fiscal year of said cor-
poration."

is amended to read as follows:

"In addition to the four per centum (4%)
cumulative preferential dividend there shall
be set aside at the close of each fiscal year
that proportion of fifteen per centum (15%)
of the net income of this corporation for
such fiscal year remaining after the payment
of Federal and State corporate franchise,
excise, income and excess profits taxes (no
matter how named for such year) which the
number of the issued and outstanding preferred
shares bears to fifty-one thousand twenty
shares, and said sum so set apart shall there-
upon be paid pro rata to and accrue to the
holders of the preferred shares of this cor-
poration outstanding at the close of said
fiscal year of said corporation."

The last paragraph of Article "FOURTH" of the
certificate of incorporation, which reads as follows:

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"Each share of preferred stock and common stock and Class B common stock shall have one vote in all elections and in all proceedings which authorize any action by the vote or written consent of stockholders of this corporation."

is amended to read as follows:

"Each share of preferred stock shall be entitled to fifty (50) votes, and each share of Class A common stock and Class B common stock shall be entitled to one (1) vote in all elections and in all proceedings which authorize any action by the vote or written consent of stockholders of this corporation."

5. Three hundred (300) shares of Class A common stock having a par value of One Hundred Dollars (\$100.00) each, of which three hundred (300) shares are issued, are hereby changed into fifteen thousand (15,000) shares of Class A common stock having a par value of Two Dollars (\$2.00) each. The terms upon which such change is to be made are as follows:

Each share of Class A common stock having a par value of One Hundred Dollars (\$100.00) is hereby changed into fifty (50) shares of Class A common stock having a par value of Two Dollars (\$2.00) per share.

Seven hundred (700) shares of Class B common stock having a par value of One Hundred Dollars (\$100.00) each, of which seven hundred (700) shares are issued, are hereby changed into thirty-five thousand (35,000) shares of Class B common stock of the par value of Two Dollars (\$2.00) each. The terms upon which such change is to be made are as follows:

Each share of Class B common stock having a par value of One Hundred Dollars (\$100.00) is hereby changed into fifty (50) shares of Class B common stock having a par value of Two Dollars (\$2.00) per share.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 30th day of Sept. 1950.

[Signature]
[Signature]

STATE OF NEW YORK
COUNTY OF NEW YORK

ss:

On the 30th day of September, 1959, before me personally came Joseph C. Weaver and Edmund A. Prentiss III to be known, and known to me to be the persons described in and who executed the foregoing certificate, and they severally duly acknowledged that they executed the same.

Flora M. Anderson

ROBERT V. ANDERSON
NOTARY PUBLIC, State of New York
Quaker Hill, Westchester County
No. 60-5074800
City Hall in New York Co. Clerk's Office
Commission Expires March 31, 1960

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STATE OF NEW YORK
COUNTY OF NEW YORK

ss:

JOSEPH C. WEAVER

and EDMUND A. PRENTIS III

being duly sworn, depose and say and each for himself deposes and says that Joseph C. Weaver is the president of SPENCER, WHITE & PRENTIS, INC., and that Edmund A. Prentis III is the secretary of said corporation; that they have been authorized to execute and file the foregoing certificate by the votes, cast in person or by proxy, of the holders of record of two-thirds of the outstanding shares entitled to vote at the stockholders' meeting at which such votes were cast, with relation to the proceedings provided for in the foregoing certificate; that they have also been authorized to execute and file the foregoing certificate by the votes, cast in person or by proxy, of the holders of record of two-thirds of the outstanding shares of each class which will be adversely affected by the proceedings provided for by the foregoing certificate and which was entitled to vote at the stockholders' meeting at which such votes were cast with relation to such proceedings; that neither the certificate of incorporation nor any other certificate filed pursuant to law requires a larger proportion of votes; that such votes were cast at a stockholders' meeting held upon notice pursuant to Sec. 45 of the Stock Corporation Law; and that such meeting was held on the 28th day of July, 1959.

Subscribed and sworn to
before me this 30th day
of September 1959.

Joseph C. Weaver
Edmund A. Prentis III

Fluence D. Anderson

FLUENCE D. ANDERSON
NOTARY PUBLIC, State of New York
Qualified in the County of New York
No. 60-507400
Comm. filed in New York Co. Clerk's Office
Lombard - Expires March 30, 1960

STATE OF NEW YORK
COUNTY OF NEW YORK

ss:

EDMUND A. PRENTIS III, being duly sworn, deposes and says:

That he is the secretary of SPENCER, WHITE & PRENTIS, INC.; that the number of additional Class A common shares not resulting from a change of shares which the corporation is hereby authorized to issue is seventy-five thousand (75,000) of the par value of Two Dollars (\$2.00) per share and the number of additional Class B common shares not resulting from a change of shares is one hundred seventy-five thousand (175,000) shares of the par value of Two Dollars (\$2.00) per share; the number of Class A common shares changed is three hundred (300) of the par value of One Hundred Dollars (\$100.00) per share and the number of Class A common shares resulting from such change is fifteen thousand (15,000) of the par value of Two Dollars (\$2.00) per share; and the number of Class B common shares changed is seven hundred (700) of the par value of ^{Hundred} One/Dollars (\$100.) per share and the number of Class B common shares resulting from such change is thirty-five thousand (35,000) of the par value of Two Dollars (\$2.00) per share.

Edmund A. Prentis III
Secretary

Subscribed and sworn to
before me this 30th day
of September 1959.

Finley Anderson
Notary Public

ROBERT V. ANDERSON
NOTARY PUBLIC, State of New York
County of Westchester
No. 2257400
City and County of New York, New York
Commenced Office March 20, 1940

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