



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

**S. BIRCH & SONS CONSTRUCTION COMPANY**

a corporation duly organized and existing under the laws of **Montana** 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 **4th** day of **September** 19**57**, a properly authenticated copy of its articles of incorporation, and on the **4th** day of **September** 19**57**, a designation of **J. L. 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 **4th** day of **September**, A.D. 19**57**.

Secretary of State.



I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that I have compared the annexed transcript with the RECORD of

S. BIRCH & SONS CONSTRUCTION COMPANY

on file in my office, of which it purports to be a copy, and that the same is a full, true and correct copy thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this seventeenth day of June, A. D. 1957.



*Frank Murray*  
FRANK MURRAY  
Secretary of State

ARTICLES OF INCORPORATION

07

S. BIRCH & SONS CONSTRUCTION COMPANY

We, the undersigned, desiring to associate ourselves together and to form a corporation under the laws of the State of Montana, do hereby make and subscribe the following Articles of Incorporation, that is to say:

1. The name of this corporation is S. BIRCH & SONS CONSTRUCTION COMPANY.

2. The purposes for which the corporation is formed are as follows: The conducting of a general contracting business, and in that regard to contract for and build sewer systems, water works, filter plants, sidewalks and curbing, pavement, highways; the construction of railroads, bridges, dams; conducting any kind or character of building, construction work, and reinforced concrete work, foundation work, excavation of any kind or character; to operate and own stone quarries, sand and gravel pits; the construction of canals, ditches, flumes and other works for conveying water and reservoirs for storing the same; and any and all other contracting or construction work of any kind or character; to purchase or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer or otherwise dispose of any kind or character of real estate or personal property, including the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by, any other corporation or corporations wherever

organized, with all the rights, powers and privileges of ownership thereof; and generally to do and perform any and all act or acts reasonably necessary, convenient or appropriate to the full and complete carrying out and enjoyment of the purposes hereinbefore set forth.

3. The place where the principal business of the corporation is to be transacted is Great Falls, in Cascade County, Montana.

4. The term for which it is to exist is forty (40) years.

5. The number of its directors shall be three (3), and the names and residences of those who are appointed for the first three months and until their successors are elected and qualified are as follows:

S. BIRCH FARGO, NORTH DAKOTA

FRED BIRCH GREAT FALLS, MONTANA

ALBERT BIRCH FARGO, NORTH DAKOTA

6. The amount of its capital stock shall be Fifty Thousand Dollars (\$50,000.00), and the number of shares into which it is divided is five hundred (500) shares of the par value of One Hundred Dollars (\$100.00) per share.

7. The amount of the capital stock actually subscribed is three (3) shares, and the persons subscribing the same are respectively as follows, to-wit:

S. BIRCH ONE (1) SHARE

FRED BIRCH ONE (1) SHARE

ALBERT BIRCH ONE (1) SHARE

8. The stock of this corporation is non-assessable.

IN WITNESS WHEREOF, the incorporators have hereunto

set their hands and seals, this 29th day of June, 1927.

S. BIRCH

(SEAL)

ALBERT BIRCH  
~~ALBERT BIRCH~~

(SEAL)

FRED BIRCH  
~~ALBERT BIRCH~~

(SEAL)

STATE OF MONTANA      )  
                            : ss.  
County of Cascade      )

July,

On this 15th day of June, 1927, before me, \_\_\_\_\_

Alice Layton, a Notary Public for the State of Montana,  
personally appeared FRED BIRCH, known to me to be the person  
whose name is subscribed to the foregoing instrument, and ac-  
knowledged to me that he executed the same.

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

Alice Layton

(Notarial Seal)

Notary Public for the State of Montana  
Residing at Great Falls, Montana  
My commission expires: November 16, 1929.

STATE OF NORTH DAKOTA )  
: ss.  
County of )

On this 29 day of June, 1927, before me, \_\_\_\_\_  
R. Schmollen, a Notary Public for the State of North  
Dakota, personally appeared S. BIRCH and ALBERT BIRCH, known  
to me to be the persons whose names are subscribed to the fore-  
going instrument, and acknowledged to me that they executed  
the same.

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

E. Schmollen

Notary Public for the State of North Dakota  
Residing at Fargo, North Dakota  
(Notarial Seal) My commission expires:

(stamp) Notary Public, Cass County, N.D.  
My commission expires Feb. 26, 1933.

CERTIFICATE OF PROCEEDINGS

- of -

S. BIRCH & SONS CONSTRUCTION COMPANY.

- - - - -

THIS IS TO CERTIFY:

That S. BIRCH & SONS CONSTRUCTION COMPANY is a corporation duly incorporated, organized and existing under and by virtue of the laws of the State of Montana, with its principal office at Great Falls, Cascade County, Montana.

That on Monday, the 3rd day of May, 1948, at 11:00 o'clock A. M., at the offices of the corporation at 314 Ford Building, Great Falls, Cascade County, Montana, a special meeting of the stockholders of the corporation was held, at which one hundred percent (100%) of the stock issued and outstanding was represented in person or by proxy, for the purpose of considering and acting upon an amendment to the Articles of Incorporation to increase the capital stock of this corporation from \$50,000.00 to \$700,000.00 and changing the par value of each share of the capital stock from \$100.00 per share to \$10.00 per share, so that the capital stock of the corporation would be \$700,000.00 divided into 70,000 shares of the par value of \$10.00 per share in place of the present capital stock of \$50,000.00 divided into 500 shares of the par value of \$100.00 per share.

That said meeting was called pursuant to a resolution regularly passed by a majority of the Board of Directors at a meeting held March 29, 1948, and likewise pursuant to the call of the President issued upon said day; and that pursuant thereto, and on March 29, 1948, written notice of said meeting was deposited in the post office addressed to each stockholder of record of said corporation entitled to

vote at such meeting under the Articles of Incorporation and the laws and Constitution of Montana, at his usual or last known place of residence, which date of mailing was more than thirty (30) days previous to the date set for the holding of such meeting, as more fully appears by the Affidavit of M. O'Brien, secretary of the corporation, a copy of which is hereto attached, marked Exhibit "A". That said notice was in words and figures as follows:

NOTICE OF SPECIAL MEETING OF THE STOCKHOLDERS

OF

S. BIRCH & SONS CONSTRUCTION COMPANY

\* \* \* \* \*

TO THE STOCKHOLDERS OF S. BIRCH & SONS CONSTRUCTION COMPANY:

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of this corporation will be held at the offices of the corporation at 314 Ford Building, Great Falls, Cascade County, Montana, on Monday, the 3rd day of May, 1943, at 11 o'clock A. M., for the purpose of considering and acting upon the following proposed amendments to the Articles of Incorporation of this corporation, namely: increasing the capital stock of this corporation from \$50,000.00 to \$700,000.00, changing the par value of each share of the capital stock from \$100.00 per share to \$10.00 per share, so that the capital stock of this corporation shall be \$700,000.00 divided into 70,000 shares of the par value of \$10.00 per share, in place of the present capital stock of \$50,000.00 divided into 500 shares of the par value of \$100.00 per share.

Said meeting shall likewise consider the transaction of any other business as may lawfully come before said meeting.

Dated at Great Falls, Montana, this 29th day of March, 1943.

S. BIRCH & SONS CONSTRUCTION COMPANY

By FRED BIRCH

President

M. O'BRIEN

Secretary.

That there was likewise filed in the office of the corporation a written consent to the proposed amendment executed by the holders of more than two-thirds (2/3) of the stock of such corporation outstanding and

entitled to vote as aforesaid, a copy of which is hereto attached, and marked "Exhibit "B".

That thereafter and on the 3rd day of May, 1948, at the hour of 11:00 o'clock A. M., at the offices of the corporation at 314 Ford Building, Great Falls, Cascade County, Montana, stockholders of said corporation appeared in person or by proxy representing one hundred percent (100%) of the capital stock of this corporation outstanding and entitled to vote under the Articles of Incorporation and the Laws and Constitution of Montana, representing in all 500 shares.

The meeting then organized by choosing Fred Birch as Chairman and Stephen A. Birch as Secretary.

Thereupon, it was regularly moved and seconded that the following Resolution be adopted:

"BE IT RESOLVED, That for the purpose of increasing the capital stock of this corporation from \$50,000.00 to \$700,000.00 and changing the par value of each share of the capital stock from \$100.00 per share to \$10.00 per share, so that the capital stock of this corporation shall be \$700,000.00 divided into 70,000 shares of the par value of \$10.00 per share in place of a capital stock of \$50,000.00 divided into 500 shares of the par value of \$100.00 per share, the Articles of Incorporation of this corporation be amended so that Paragraph numbered "6" thereof reads as follows:

"6: The amount of its capital stock shall be SEVEN HUNDRED THOUSAND DOLLARS (\$700,000.00), and the number of shares into which it is divided is Seventy thousand (70,000) shares of the par value of Ten Dollars (\$10.00) per share."

That said motion was put to a vote, whereupon 500 shares of the capital stock of this corporation, being 100% of the capital stock of this corporation, voted in favor of the adoption of said Resolution, and no stock whatsoever voted against the same.

Dated this 3rd day of May, 1948.

FRED BIRCH

Chairman of Stockholders' Meeting of  
S. BIRCH & SONS CONSTRUCTION COMPANY.

Counter-signed:

STEPHEN A. BIRCH

Secretary of Stockholders' Meeting of  
S. BIRCH & SONS CONSTRUCTION COMPANY.

STATE OF MONTANA,      )  
County of Cascade.      )      ss:

Fred Birch, being first duly sworn, on oath deposes and says; That affiant was duly nominated, elected and acted as Chairman of the stockholders' meeting of S. Birch & Sons Construction Company, a corporation, held in the offices of the corporation in Great Falls, Montana, on the 3rd day of May, 1948, and that Stephen A. Birch was duly nominated, elected and acted as Secretary of said stockholders' meeting.

That affiant has read the foregoing Certificate of Proceedings of S. Birch & Sons Construction Company, and that said Certificate of Proceedings and all thereof is hereby verified by affiant and is true and correct.

FRED BIRCH

SUBSCRIBED AND SWORN to before me this 3rd day of May, 1948.

NOTARIAL  
(SEAL)

JOHN D. STEPHENSON

JOHN D. STEPHENSON

Notary Public for the State of Montana  
Residing at Great Falls, Montana  
My commission expires February 13, 1949  
13, 1949

EXHIBIT "A"

APPENDIX OF MAILING

STATE OF MONTANA      )  
                            )  
County of Cascade      )    ss:

H. O'BRIEN, being first duly sworn,  
on oath deposes and says:

That he is Secretary of S. BIRCH & SONS CONSTRUCTION COMPANY,  
a corporation. That on the 29th day of March, 1948, he deposited  
in the United States Postoffice at Great Falls, Montana, written notice  
of stockholders' meeting, a copy of which notice is hereto attached,  
each notice being enclosed in an envelope upon which the proper United  
States Postage was prepaid and addressed to each stockholder of record  
of the corporation at his usual or last known place of residence.

H. O'BRIEN

SUBSCRIBED AND SWORN to before me this 29th day of March, 1948.

JOHN S. ROTH

(NOTARIAL SEAL)

Notary Public for the State of Montana  
Residing at Great Falls, Montana  
My commission expires February 18, 1951

EXHIBIT "P"

We, the undersigned, being the holders of more than two-thirds of the capital stock of F. BIRCH & SONS CONSTRUCTION COMPANY, a corporation, issued and outstanding, each holding the number of shares set opposite his respective name, do hereby give our written consent to the amendment of the Articles of Incorporation of said corporation so as to provide for a capital stock of \$700,000.00 divided into 70,000 shares of the par value of \$10.00 per share, in place of a capital stock of \$50,000.00 divided into 500 shares of the par value of \$100.00 per share, and we do hereby cause this written consent to be filed in the office of such corporation in order that publication of the notices of special stockholders' meeting to consider and act upon said proposed amendments shall not be necessary.

IN WITNESS WHEREOF, we have hereunto subscribed our names opposite the number of shares respectively held and owned by us this 29th day of March, 1948.

FRED BIRCH 207½ shares

ALBERT BIRCH 207½ shares

STATE OF MONTANA )  
County of Cascade ) : ss.

I hereby certify that the within instrument was filed in this office  
on the 3 day of May, 1948 at 11:30 o'clock A. M.

Chas Regan  
County Clerk and Recorder  
By Rena Giannini  
Deputy

STATE OF MONTANA )  
County of Cascade ) : ss.

I hereby certify that the instrument to which this certificate is  
annexed, is true, complete and correct copy of the original on file  
in my office.

Witness my hand and seal of office this 3 day of May 1948.

Chas Regan  
County Clerk and Recorder.  
SEAL  
By Rena Giannini  
Deputy

64803

CERTIFICATE OF PROCEEDINGS

of

S. ALBON & SONS CONSTRUCTION  
COMPANY

STATE OF MONTANA  
DEPARTMENT OF SECRETARY OF STATE  
FILED FOR RECORD May 5, 1948 at 12:45 o'clock P. M., and recorded in  
volume C-7 Page 615

Fee \$433.00

Ann W. Mitchell N. L. S.  
Secretary of State

Recorded by Lee

By

Deputy

Proofread by Huntington Hunter

STATEMENT OF PURSUANCE

of

S. BIRCH & SONS CONSTRUCTION COMPANY

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TO THE STOCKHOLDERS:

That S. BIRCH & SONS CONSTRUCTION COMPANY is a corporation duly incorporated, organized and existing under and by virtue of the laws of the State of Montana, with its principal office at Great Falls, Cascade County, Montana.

That on Monday, the 28th day of August, 1950, at 11:00 o'clock A. M., in the offices of the corporation at 314 Ford Building, Great Falls, Cascade County, Montana, a special meeting of the stockholders of the corporation was held, at which one hundred percent (100%) of the stock issued and outstanding was represented in person or by proxy, for the purpose of considering and acting upon an amendment to the Articles of Incorporation to increase the number of directors from three to four.

That said meeting was called pursuant to a resolution regularly passed by a majority of the Board of Directors at a meeting held July 12, 1950, and likewise pursuant to the call of the Secretary; and that pursuant thereto, and on July 24, 1950, written notice of said meeting was deposited in the post office addressed to each stockholder of record of said corporation entitled to vote at such meeting under the Articles of Incorporation and the laws and constitution of Montana, at his usual or last known place of residence, which date of mailing was more than thirty (30) days previous to the date set for the holding of such meeting, as more fully appears by the affidavit of Stephen Birch, secretary of the corporation, a copy of which is hereto attached, marked Exhibit "A". That said notice was in words and figures as follows:

"NOTICE OF SPECIAL MEETING OF THE STOCKHOLDERS  
OF  
S. BIRCH & SONS CONSTRUCTION COMPANY

To the Stockholders of S. Birch & Sons Construction Company:

Notice is hereby given that a special meeting of the stockholders

STATE OF MONTANA )  
/ ss:  
County of Cascade )

FRED BIRCH, being first duly sworn, on oath deposes and says:  
That affiant was duly nominated, elected and acted as Chairman of  
the stockholders' meeting of S. Birch & Sons Construction Company, a corpo-  
ration, held in the offices of the corporation in Great Falls, Montana, on  
the 23th day of August, 1950, and that Stephen A. Birch was duly nominated,  
elected and acted as Secretary of said stockholders' meeting.

That affiant has read the foregoing Certificate of Proceedings of  
S. Birch & Sons Construction Company, and that said Certificate of Proceedings  
and all thereof is hereby verified by affiant and is true and correct.

Fred Birch

SUBSCRIBED and SWORN to before me this 31st day of August, 1950.

(NOTARIAL SEAL)

John S. Roth

Notary Public for the State of Montana  
Residing at Great Falls, Montana  
My commission expires Feb. 18, 1951

70839

RECEIVED IN THE LIBRARY

2. DEPT. OF STATE LIBRARY

STATE OF MONTANA, etc.  
County of Custer  
I hereby certify that the within instrument was filed in this office on  
Feb 11 day of Febt 1880  
at 12 M<sup>o</sup> o'clock P.M.

John Peacock  
County Clerk and Register  
of Deeds & Commissioner of Taxes

STATE OF MONTANA  
DEPARTMENT OF SECRETARY OF STATE  
FILED FOR RECORD

1. 11. 30 VOLCANO AND  
WILLOW IN VOLINE

2. 10.

John W. Mitchell  
Secretary of State  
11. 30 VOLCANO AND  
WILLOW IN VOLINE  
1880  
FEB 11 1880

RECORDED BY

STATE OF MONTANA, }  
County of Cascade, } ss.

I, John E. Moran

County Clerk and Recorder

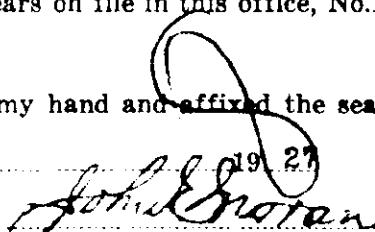
in and for said County and State aforesaid, do hereby certify the above and foregoing to be a full, true and correct copy of the original Articles of Incorporation of  
S. Birch & Sons Construction Company

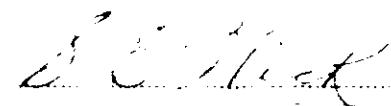
as the same appears on file in this office, No. 1943.

Articles of Incorporation files.

(SEAL) IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said

County this 15th day of July 19 27

  
John E. Moran  
County Clerk and Recorder in and for Cascade County, Mont.

By   
Deputy.