

F95000004657

MULVANNY
ARCHITECTS

11820 Northrup Way
Suite E-300
Bellevue WA 98005

City/State/Zip

Phone #

100003343001---1
-08/08/00--01038--008
*****43.75 *****43.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- | | | | |
|----|--------------------|--------------|--|
| 1. | _____ | _____ | 00 AUG -8 PM 4:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA |
| | (Corporation Name) | (Document #) | |
| 2. | _____ | _____ | |
| | (Corporation Name) | (Document #) | |
| 3. | _____ | _____ | |
| | (Corporation Name) | (Document #) | |
| 4. | _____ | _____ | |
| | (Corporation Name) | (Document #) | |

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|------------------------------------|---------------------------------------|--|
| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Certificate of Status |
| <input type="checkbox"/> Photocopy | | |

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

T. LEWIS AUG 17 2000

Examiner's Initials

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. DOUGLAS MULVANNY ARCHITECTS INCORPORATED
Name of corporation as it appears on the records of the Department of State.

2. WASHINGTON
Incorporated under laws of

3. 9-25-95
Date authorized to do business in Florida

FILED
AUG - 8 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? APRIL 15, 1999

5. MULVANNY ARCHITECTS, P.S., INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

7/31/00
Date

MITCHELL C. SMITH
Typed or printed name

PRESIDENT
Title

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby certify by this certificate that the attached is a true and correct copy of

CERTIFICATE OF AMENDMENT

of

MULVANNY ARCHITECTS, P.S.

as filed in this office on April 15, 1999.



Date: July 11, 2000

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

Ralph Munro, Secretary of State

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

MULVANNY ARCHITECTS, P.S.

a Washington Professional Service corporation. Articles of Amendment were filed for record in this office on the date indicated below.

UBI Number: 600 209 271

Date: April 15, 1999



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature of Ralph Munro is written over a horizontal line. The signature is in cursive and appears to read "Ralph Munro".

Ralph Munro, Secretary of State
2-260080-3

ARTICLES OF AMENDMENT
OF
MULVANNY ARCHITECTS, P.S.

FILED
STATE OF WASHINGTON

APR 15 1999

RALPH MUNRO
SECRETARY OF STATE

Pursuant to RCW 23B.10.060 of the Washington Business Corporation Act, the undersigned Corporation hereby submits the following amendment to the Corporation's Articles of Incorporation.

ARTICLE 1:

The name of record of the Corporation is Mulvanny Architects, P.S.

ARTICLE 2:

The amendments to the Articles as adopted are as follows:

Articles V and VII as amended on May 12, 1997 are hereby deleted in their entirety and replaced with the following:

ARTICLE V

Authorized Shares

Section 1. Class B non-voting common stock shall be converted to Class A voting common stock. The stock of the Corporation shall hereafter consist of One Hundred and Fifty Thousand (150,000) shares of Class A voting common stock.

Section 2. The preferences, limitations and respective rights of the stock converted into Class A voting common stock shall be those attributable to the shareholders pursuant to the Corporation's Articles of Incorporation, its Bylaws and Washington State law. Only Class A voting common stock shall be counted for purposes of determining if a quorum exists. A simple majority of issued and outstanding Class A voting common stock shall constitute a quorum. Class A voting common stock shall be

ORIGINAL

FILED
APR 16 1999
CLERK OF SUPERIOR COURT
JANUARY 1999

entitled to vote on matters involving the Corporation including, but not limited to, election of directors, conduct of corporate affairs, amendment of Articles of Incorporation, merger, exchange, sale of assets and dissolution of the Corporation and all other matters related to the Corporation.

Section 3. Subscriptions for such shares shall be made payable in cash in an amount not less than the aggregate value of the shares subscribed, or in services or in property other than cash, the fair valuation of which to the Corporation shall not be less than the aggregate value of the shares subscribed. If the consideration is other than cash, the valuation placed on it by the shareholders or the Board of Directors shall be conclusive.

ARTICLE VII

Voting Rights of Stockholders

Section 1. Each share of Class A voting common stock, when converted from Class B, shall be entitled to one vote. Cumulative voting for directors is not allowed.

Section 2. Stockholders shall not have preemptive rights to acquire unissued shares of the Corporation.

ARTICLE 3:

The date of adoption for each amendment is March 31, 1999.

ARTICLE 4:

The amendment was adopted by duly approved shareholder action in accordance with the provisions of RCW 23B.10.030 and RCW 23B.10.040.

ARTICLE 5:

The number of shares issued and outstanding at the time of the adoption was 50,000.

ARTICLE 6:

The designation and number of outstanding shares of each class entitled to vote as a class is as follows:

<u>Class</u>	<u>Number of Shares</u>
Class A voting	50,000

ARTICLE 7:

The number of shares that voted for the amendment was 50,000 and no shares voted against the amendment.

ARTICLE 8:

The number of shares of each class entitled to vote as a class that voted for and against such amendment respectively was:

<u>Class</u>	<u>Number of Shares</u>
Class A voting	50,000
For: 50,000	Against: 0

ARTICLE 9:

If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment, if not contained in the text of the amendment itself are as follows:

No shares of Class B non-voting common stock have been issued, therefore conversion of Class B non-voting common stock to Class A voting common stock will not affect the rights of any shareholders.

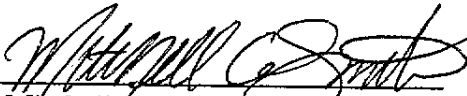
ARTICLE 10:

This amendment shall be effective upon filing.

I certify that I am the President of the above-named Corporation and am authorized to execute this Amendment on behalf of the Corporation.

DATED: 4/1/99

Mulvanny Architects, P.S.

By 
Mitchell C. Smith, President

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby certify by this certificate that the attached is a true and correct copy of

CERTIFICATE OF AMENDMENT

of

MULVANNY PARTNERSHIP ARCHITECTS, P.S.

Changing name to MULVANNY ARCHITECTS, P.S.

as filed in this office on January 14, 1999.



Date: July 11, 2000

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*


Ralph Munro, Secretary of State

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

MULVANNY PARTNERSHIP ARCHITECTS, P.S.

a Washington Professional Service corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Changing name to MULVANNY ARCHITECTS, P.S.

UBI Number: 600 209 271

Date: January 14, 1999



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Ralph Munro, Secretary of State
2-280080-3

Val: 01/14/1999 - 196487
\$50.00 on 01/14/1999
Check - 01/13/1999 - 4296

ARTICLES OF AMENDMENT

OF

MULVANNY PARTNERSHIP ARCHITECTS, P.S.

FILED
STATE OF WASHINGTON
JAN 14 1999
RALPH MUNRO
SECRETARY OF STATE

Pursuant to the provisions of RCW 23B.10.060 of the Washington Business Corporation Act, the following Articles of Amendment to Articles of Incorporation are herewith submitted for filing.

ARTICLE 1:

The name of record of the Corporation is: Mulvanny Partnership Architects, P.S..

ARTICLE 2:

The amendment to the Articles of Incorporation as adopted is as follows:

Article I shall be deleted in its entirety and replaced with the following:

The name of the Corporation shall be: **Mulvanny Architects, P.S.**

ARTICLE 3:

The date of adoption of the amendment was December 22, 1998.

ARTICLE 4:

The amendment was adopted by the Shareholders in accordance with the provisions of RCW 23B.10.030 and 23B.10.040.

ARTICLE 5:

These Articles will be effective upon filing.

I certify that I am an officer of the above-named Corporation and am authorized to execute this application on behalf of the Corporation.

DATED: 12/22/98.

MULVANNY PARTNERSHIP ARCHITECTS, P.S.

By Jerry Lee
Its CEO Jerry Lee - Pres.

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby certify by this certificate that the attached is a true and correct copy of

CERTIFICATE OF AMENDMENT

of

DOUGLAS MULVANNY/ARCHITECTS

Changing name to MULVANNY PARTNERSHIP ARCHITECTS, P.S.

as filed in this office on May 12, 1997.



Date: July 11, 2000

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

Ralph Munro

Ralph Munro, Secretary of State

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

DOUGLAS MULVANNY/ARCHITECTS

a Washington Professional Service corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Changing name to MULVANNY PARTNERSHIP ARCHITECTS, P.S.

UBI Number: 600 209 271

Date: May 12, 1997



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital


Ralph Munro, Secretary of State

2-260080-3

ARTICLES OF AMENDMENT
OF
DOUGLAS MULVANNY/ARCHITECTS

FILED
STATE OF WASHINGTON
MAY 12 1997
RALPH MUNRO
SECRETARY OF ST.

Val: 05/12/1997 - 214625
\$50.00 on 05/12/1997
Check - 05/09/1997 - 3504

Pursuant to RCW 23B.10.060 of the Washington Business Corporation Act, the undersigned Corporation hereby submits the following amendment to the Corporation's Articles of Incorporation.

1. Articles I, V and VII are hereby deleted in their entirety and shall be replaced as follows:

ARTICLE I

Name

The name of the Corporation shall be:

Mulvanny Partnership Architects, P.S.

ARTICLE V

Authorized Shares

Section 1. Two classes of common stock shall be issued.

They shall consist of:

<u>Class of Stock</u>	<u>Number of Shares</u>
Class A Voting Common Stock	50,000
Class B Non-Voting Common Stock	100,000

Class A Voting Common Stock shall replace the common stock that is now authorized. Each shareholder shall receive one hundred shares of Class A Voting Common Stock in exchange for each share of stock the shareholder currently owns.

Section 2. The preferences, limitations and respective rights with respect to these classes are as follows:

2.1 Class A Voting Common Stock shall have all rights attributable to the shareholders pursuant to the Corporation's Articles of Incorporation and Bylaws and Washington State law. Only Class A Voting Common Stock shall be counted for purposes of determining if a quorum exists. A simple majority of issued and outstanding Class A Voting Common Stock shall constitute a quorum. Only Class A Voting Common Stock shall be entitled to vote on matters involving the Corporation, including, but not limited to, election of Directors, conduct of corporate affairs, amendment of Articles of Incorporation, merger, exchange, sale of assets, or dissolution of the Corporation.

2.2 Class B Non-Voting Common Stock shall be non-voting stock and shall be so designated conspicuously on each certificate of Class B Non-Voting Common Stock issued. Class B Non-Voting Common Stock shall not be considered for purposes of determining a quorum. Class B Non-Voting Common Stock shall not be entitled to vote on any matters involving the Corporation, including, but not limited to, election of Directors, conduct of corporate affairs, amendment of the Articles of Incorporation (except as required by RCW 23B.10.040), merger, exchange, sale of assets, or dissolution of the Corporation. The Corporation shall not be required to notify holders of non-voting shares of any shareholders' meetings except annual meetings and special

meetings of which the shareholder is required by statute to have notice, even though the shareholder is not entitled to vote.

2.3 Class B Non-Voting Common Stock shall be entitled to the payment of dividends from a dividend pool to be established annually by the Board of Directors of the Corporation. Receipt of their pro rata share of the dividend pool is the only right to distributions from the Corporation the holders of Class B Non-Voting Common Stock have. If the Directors determine that it is not in the best interests of the Corporation to establish a dividend pool for non-voting common stock owners in any year or in consecutive years, the Board has an absolute right not to establish a dividend pool or to pay dividends to holders of Class B Non-Voting Common Stock.

Section 3. Subscriptions for such shares shall be made payable in cash in an amount not less than the aggregate value of the shares subscribed, or in services or in property other than cash, the fair valuation of which to the Corporation shall not be less than the aggregate value of the shares subscribed. If the consideration is other than cash, the valuation placed on it by the shareholders or the Board of Directors shall be conclusive.

ARTICLE VII

Voting Rights of Stockholders

Section 1. Each share of Class A Voting Common stock, when issued, shall be entitled to one vote. Class B Non-Voting Common Stock shall have no voting rights. Cumulative voting for directors is not allowed.

Section 2. Stockholders shall not have preemptive rights to acquire unissued shares of the Corporation.

2. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the text of the amendment itself, are as follows:

Issued shares of stock shall be cancelled and each Shareholder who now owns stock in the corporation shall receive one hundred shares of Class A Voting Common Stock for each share the Shareholder owns now. The secretary of the Corporation or its agent shall collect the outstanding shares and shall issue new shares as directed herein.

3. The date of adoption of each amendment was:

January 1, 1997

4. The amendments were adopted by: Duly approved shareholder action in accordance with the provisions of RCW 23B.10.030 and RCW 23B.10.040.

5. These Articles will be effective upon filing.

Dated: 5/6, 1997.

DOUGLAS MULVANNY/ARCHITECTS

By Jerry Q. Lee
Jerry Q. Lee, President

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby certify by this certificate that the attached is a true and correct copy of

CERTIFICATE OF AMENDMENT

of

DOUGLAS MULVANNY/ARCHITECTS

Reclassifying shares; Amending Article VII; and Adding Paragraphs 8 and 9 to
Article XI

as filed in this office on September 13, 1989.



Date: July 11, 2000

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

Ralph Munro

Ralph Munro, Secretary of State



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT
to

DOUGLAS MULVANNY/ARCHITECTS

a Washington Professional Service corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Reclassifying shares; Amending Article VII; and Adding Paragraphs 8 and 9 to Article XI

Corporation Number: 2-260080-3

Date: September 13, 1989

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

00122 SEP 18 89

FILED

SEP 13 1989 *dl*

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF AMENDMENT
OF
DOUGLAS MULVANNY/ARCHITECTS

Pursuant to the provisions of RCW 23A.16 of the Washington Business Corporation Act, the following Articles of Amendment to Articles of Incorporation are herewith submitted for filing.

ARTICLE 1:

The name of record of the Corporation is: Douglas Mulvanny/Architects.

ARTICLE 2:

The Amendments to the Articles of Incorporation as adopted are as follows:

2.1 Article V shall be amended to delete the par value of the stock. The first sentence of Article V shall be deleted in its entirety. The new first sentence shall read:

Authorized Shares

The authorized number of shares shall consist of Fifty Thousand (50,000) shares of common stock of no par value.

2.2 Article VII shall be amended to delete the second, third and fourth sentences. In their place is hereby added:

There shall be no cumulative voting allowed. Each shareholder shall have pre-emptive rights.

2.3 Article XI shall be amended to include indemnification provisions by addition of paragraphs 8 and 9. These new paragraphs shall read as follows:

8. No director shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director for acts or omissions that involve (a) intentional misconduct by the director, (b) a knowing violation of law by the director, (c) conduct violating RCW 23A.08.450, or (d) for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.—If the Washington State Law is amended after adoption of these Articles of Incorporation, then the liability of each director of the Corporation shall be limited to the full extent permitted by the Washington State Law, as so amended.

No repeal or modification of this paragraph 8 shall adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

9. The Corporation shall indemnify and hold the directors and officers of the Corporation harmless to the full extent permitted by Washington State Law as it now exists or as it is amended hereafter. This indemnification shall continue as to a person who has ceased to be a director and may inure to the benefit of the heirs, personal representatives, or assigns. The Corporation may, upon written request, advance expenses incurred by the directors and officers entitled to this indemnification. If a claim for indemnification or advance of expenses is not paid within sixty (60) days after a written claim has been received by the Corporation, the claimant may sue the Corporation to recover any unpaid amount. If successful, the claimant shall be entitled to reasonable costs and attorneys' fees.

In addition, the Corporation shall have the power to indemnify an officer who is not a director, as well as employees and agents of the Corporation who are not directors, to the full extent permitted by Washington State Law as it now exists or is amended hereafter. Whether an officer who is not a director, an agent or employee should be indemnified and the amount of indemnification to be provided shall be determined by general or specific action of the Shareholders.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprises, or employee benefit plan against any liability asserted against him and incurred by him in such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Washington State Law.

The Corporation shall indemnify, defend and hold any officer, director or shareholder harmless who personally guarantees any obligation of the Corporation so long as that corporate obligation has been authorized and/or ratified by the Board of Directors as provided for in the Bylaws of the Corporation.

If any provision of this Section is in violation of the Washington State Law in effect at the time of the request for indemnification, then that provision shall be automatically modified to provide the broadest indemnification available under the existing Washington State Law.

The rights to indemnification, limitation of liability, and to the advancement of expenses conferred in paragraphs 8 and 9 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation's Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

ARTICLE 3:

The date of adoption of the Amendments was Sept. 8, 1989.

ARTICLE 4:

The Amendments were adopted by the Shareholders.

ARTICLE 5:

The number of shares of the Corporation outstanding at the time of such adoption was 500; and the number of shares entitled to vote thereon was 500.

ARTICLE 6:

The designation and number of outstanding shares of each class entitled to vote as a class is as follows:

<u>Class</u>	<u>Number of Shares</u>
Common Voting	500

ARTICLE 7:

The number of shares that voted for the Amendments was 500; and the number of shares that voted against the Amendments was 0.

ARTICLE 8:

The number of shares of each class entitled to vote as a class that voted for and against such Amendments, respectively, was:

<u>Class</u>	<u>Number of Shares</u>
Common Voting	500
For: 500	Against: 0

ARTICLE 9:

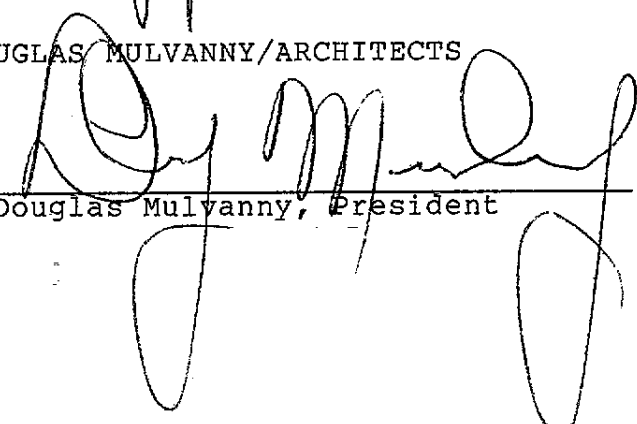
The manner in which any exchange, reclassification, or cancellation of issued shares shall be effected, is as follows:

No change.

I certify that I am an officer of the above-named Corporation and am authorized to execute this application on behalf of the Corporation.

DATED this 8TH day of Sept, 1989

DOUGLAS MULVANNY/ARCHITECTS

By 
Douglas Mulvanny, President

4818D-29D

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby certify by this certificate that the attached is a true and correct copy of

CERTIFICATE OF INCORPORATION

of

DOUGLAS MULVANNY/ARCHITECTS

as filed in this office on September 23, 1976.



Date: July 11, 2000

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

Ralph Munro

Ralph Munro, Secretary of State

D-260080
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of DOUGLAS MULVANNY/ARCHITECTS
a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of Boyd, Decker, Hanson
& Zwink, P.S., Inc. Attys. At Law
302 Surrey Bldg.
10777 Main St.
Bellevue, WA 98004
Attn: John E. Hanson

Filing and recording fee ... \$

License to June 30, 1977 ... \$

.....Excess pages @ 25¢ \$ 1361

Microfilmed, Roll No.

Page 302 - 402

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,
September 23, 1976

ARTICLES OF INCORPORATION

OF

DOUGLAS MULVANNY/ARCHITECTS

157739 SEP 24 76

FILED

SEP 23 1976

SECRETARY OF STATE
STATE OF WASHINGTON

KNOW ALL MEN BY THESE PRESENTS:

That I, being a citizen of the United States, do hereby form a professional service corporation for profit under the provisions of the laws of the State of Washington, and do make, execute and adopt in triplicate the following Articles of Incorporation, to-wit:

ARTICLE I

Name

The name of this corporation shall be:

DOUGLAS MULVANNY/ARCHITECTS

ARTICLE II

Office

The principal place of business and the registered office of the corporation shall be:

1920 Terry Avenue
Seattle, Washington 98101

ARTICLE III

Registered Agent

The registered agent of the corporation shall be:

Douglas Mulvanny
1920 Terry Avenue
Seattle, Washington 98101

ARTICLE IV

Objects and Purposes

1. To render professional architectural services to the public within the State of Washington. All professional architectural services so rendered shall be rendered only through the corporation's officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional architectural services within the State of Washington.

2. To purchase, lease or otherwise acquire and to sell, mortgage, and lease such real and personal property as may reasonably be required in the conduct of the corporation's professional business.

3. To enter into and make all necessary contracts for the conduct of the professional business of any person, entity, partnership, association, or corporation, and to perform and carry out, cancel and rescind such contracts.

4. To borrow or raise money reasonably required in the conduct of the professional business, and to issue bonds, debentures, notes, or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the property of this corporation, whether real or personal, and to issue bonds, debentures, notes or other obligations without any such security.

5. To invest its funds in real estate, mortgages, stocks, bonds, insurance and any other type of investments, and while the owner

thereof to exercise all the rights, powers and privileges of ownership.

6. To aid, in any manner, any corporation or association of which any bonds or other securities or evidences of indebtedness or stock are held by the professional corporation, and to do any acts or things designated to protect, preserve and prove or enhance the value of any such bonds or other securities or evidences of indebtedness or stock.

7. To purchase, hold, sell and transfer the shares of its own capital stock, provided, it shall not use its funds for the purchase of its own shares of its own capital, and provided further, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly.

8. To do all and everything necessary, suitable, advisable or convenient for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any powers which a professional corporation may have, either alone or in connection with other corporations, firms, individuals or other entities, either as principals, agents, trustees, guarantors, or joint venturers and to do any other act or thing incidental, appurtenant to, or growing out of, or connected with the objects and purposes or powers set forth herein.

9. To have, enjoy and exercise all the rights, powers and privileges which may hereafter be conferred upon professional corporations organized under the same statutes as this corporation.

10. 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 professional corporation, as conferred by the laws of the State of Washington.

11. Nothing herein contained shall be deemed or construed as authorizing or permitting or purporting to authorize or permit this professional corporation to carry on any business, exercise any power, or do any act which would fail to conform with the provisions of the Professional Service Corporation Act.

ARTICLE V

Authorized Shares

The authorized number of shares shall consist of Fifty Thousand (50,000) shares of common stock of the par value of One Dollar (\$1.00) per share. Subscriptions for such shares shall be made payable in cash to an amount not less than the aggregate par value of the shares subscribed, or in services or in property other than cash, the fair valuation of which to the corporation shall be not less than the aggregate par value of the shares subscribed. In determining whether shares have been fully paid for, the valuation placed by the shareholders or the Board of Directors, as the case may be, upon the consideration other than cash with which the subscriptions for shares are made payable, shall be conclusive. All stock issued shall be fully paid and nonassessable. Shares of the corporation's stock and certificates shall be issued only to persons who are

duly licensed by the State of Washington or otherwise legally authorized within this State to render professional architectural services.

ARTICLE VI

Restrictions

1. No stockholder of this corporation may sell or transfer any of such stockholders' shares of stock in this corporation except to another individual who is duly licensed or otherwise legally authorized within the State of Washington to render professional architectural service.

2. If any officer, stockholder, agent or employee of this corporation, who has been rendering professional architectural services to the public either (a) for any reason becomes legally disqualified to render such services in the State of Washington; or, (b) transfers voluntarily, involuntarily or by operation of law any shares of stock in this corporation to any person or entity ineligible to be a stockholder, then in either of such events, the employment relationship of such person with the corporation shall automatically and immediately be severed and terminated and such person's shares of stock shall be redeemed by the corporation at such price or value and in the manner authorized by the By-Laws of the corporation. Except to receive payment for any shares of stock in the corporation owned by him and to receive payment of any other amounts then legally due and owing to him by the corporation, such person shall then and thereafter have no further financial interest of any kind in this corporation.

ARTICLE VII

Voting Rights of Stockholders

Each holder of the common stock shall be entitled to one vote for each share of stock standing in his name on the books of the corporation. At each selection of directors, each holder of the common stock shall have as many votes as the product resulting from the number of shares of common stock owned by him being multiplied by the number of directors to be elected by the holders of the common stock. These votes may be divided among the total number of directors to be elected by the holders of the common stock, or distributed among any lesser number, in such proportion as the holder may desire. No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE VIII

Original Paid-In Capital

The minimum amount of paid-in capital with which the corporation shall commence business is the cash sum of Five Hundred Dollars (\$500.00).

ARTICLE IX

Duration

The corporation shall have perpetual existence.

ARTICLE X

Incorporator

The name and place of residence of the incorporator and the shares subscribed to by him are as follows:

<u>NAME</u>	<u>SHARES</u>	<u>PLACE OF RESIDENCE</u>
Douglas Mulvanny	500	11021 - 40th N.E. Seattle, Washington

ARTICLE XI

Directors

For the management of the business and affairs of the corporation, and in limitation and regulation of the powers of the corporation and of its directors and shareholders, it is provided:

1. That the number of directors of the corporation shall be not less than one nor more than five as shall be provided in the By-Laws of the corporation. Directors of the corporation need not be owners of common stock of the corporation.

2. The names and places of residence of the first directors of the corporation are as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESS</u>
Douglas Mulvanny	11021 - 40th N.E. Seattle, Washington

3. The term of office of the first directors named above shall be for one year from the date hereof, or until their successors are duly elected and qualified.

4. In furtherance and not in limitation of the powers conferred by the laws of this State, the Board of Directors is expressly authorized and empowered:

(a) Upon the affirmative vote of at least two-thirds of the members of the Board of Directors,

to make, alter, amend, and repeal By-Laws, subject to the power of the stockholders, by affirmative vote of the holders of two-thirds of the stock having voting power, to alter or repeal the By-Laws made by the Board of Directors.

(b) When and as authorized by the affirmative vote of the holders of two-thirds of the stock issued and outstanding having voting power at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of two-thirds of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part share of stock in, and/or other securities of any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interest of the corporation.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Washington, of the Articles of Incorporation and of the By-Laws of the corporation.

5. Any officer of the corporation may be removed at any time in such manner as shall be provided in the By-Laws of the corporation. Any director may be removed in accordance with the law of the State of Washington.

6. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or

are directors or officers of such other corporations; and, in the absence of fraud, any director, individuality, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation; provided, in any case, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any director of the corporation, or who is also interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract, act or transaction and may vote thereat to authorize any such contract, act or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

7. Any contract, act or transaction of the corporation or of the directors may be ratified by the affirmative vote of two-thirds of the shares having voting powers at any meeting of shareholders, or at any special meeting called for such purpose, and such ratification shall, so far as permitted by law and by these Articles of Incorporation, be as valid and as binding as though ratified by every shareholder of the corporation.

ARTICLE XII

Amendments

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other pro-

IN WITNESS WHEREOF, DOUGLAS MULVANNY, the undersigned, being the incorporator hereinabove named, does hereby certify that the facts hereinabove stated are truly set forth and accordingly has hereunto set his hand and seal.

Douglas Mulvanny
DOUGLAS MULVANNY

STATE OF WASHINGTON)
) ss.
County of King)

THIS IS TO CERTIFY that on this 21 day of Sept, 1976, before me, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally came DOUGLAS MULVANNY, to me known to be the individual described in and who executed the within instrument, and acknowledged that he signed and sealed the same as his free and voluntary act and deed for the uses and purposes therein mentioned.

WITNESS MY HAND and official seal the day and year in this
certificate first above written.

NOTARY PUBLIC in and for the State of
Washington, residing at *Seattle, WA*