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The Corporation must be...

Certified Copy

CERTIFICATE OF INCORPORATION
OF
CONCORD DEVELOPMENT COMPANY

Compared
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RECEIVED FOR RECORD

NOV 4 - 1942

Harry F. Abel
Recorder

Tax for Recording etc. \$

STATE OF DELAWARE,
NEW CASTLE COUNTY,) SS.

Recorded in the Recorder's Office at
Wilmington in Incorporations Record
V Vol. 49 Page 111 on the
4 day of November

A. D., 19 42

Witness my hand and official seal

J. H. Arney
Recorder



CERTIFICATE OF INCORPORATION
OF
CONCORD DEVELOPMENT COMPANY

FIRST: The name of the corporation is
CONCORD DEVELOPMENT COMPANY.

SECOND: Its principal office in the State of Delaware is located at 915 Shipley Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is W. Percival Johnson, 915 Shipley Street, Wilmington, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To erect, construct, manage, maintain and improve houses, buildings and works of any description, on any lands of the corporation, or upon any other lands, and to re-build, alter and improve existing houses, buildings and works thereon, and generally, to deal with and improve the property, real or personal, of the corporation; to sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings and other property of the corporation.

To do a general contracting, construction and paving business in all its branches, including cement and concrete work of all kinds, the laying and construction of roads and highways, the drilling, digging and sinking of wells, the erection, improvement, development, repair, equipment, demolition, management or control of public and private buildings, structures and works of any character whatsoever, and to transact all lawful business incident thereto.

To purchase or otherwise acquire, hold, own, develop, manage, operate, sell, convey, lease, mortgage, encumber, exchange, improve and otherwise deal in and dispose of real estate, and real and personal property, and any interest and rights therein, without limit as to amount.

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 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.

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 guarantee, 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 owner-

ship, including the right to vote thereon.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To buy, sell or otherwise deal in notes, open accounts, and other similar evidences of debt, or to loan money and take notes, open accounts, and other similar evidences of debt as collateral security therefor.

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 business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter 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 objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000), of which Five Hundred (500) shares of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to Fifty Thousand Dollars (\$50,000.00) shall be Preferred stock and of which Five Hundred (500) shares without par value shall be Common stock.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions

thereof are as follows:

The Preferred stock shall entitle the holders thereof to receive, as and when declared by the Board of Directors, a non-cumulative dividend at the rate of, but never exceeding, six per cent. (6%) per annum, payable annually, semi-annually or quarterly and on such dates as the Board of Directors shall determine, before any dividend shall be set apart or paid on the Common stock.

After the full non-cumulative dividend on the Preferred stock for any year shall have been paid, or set apart for payment, any remaining surplus or net profits which, in the discretion of the Board of Directors, shall be available for, and shall be declared as dividends in such year, shall be paid to the holders of Common stock, in accordance with their respective shares.

Such Preferred stock, at the discretion of the Board of Directors, shall be subject to redemption in whole or in part, on thirty days' notice to the holders thereof, at any time after the date of issue, at par plus dividends declared and unpaid thereon, if any. In case less than all of the outstanding Preferred stock shall be called for redemption at any one time, the shares so to be redeemed shall be selected in such manner as the Board of Directors shall determine.

The holders of the Preferred stock shall, in case of liquidation or dissolution of the corporation (whether voluntary or involuntary) before any amount shall be paid to the holders of the Common stock, be entitled to be paid the par value of the shares and dividends declared and unpaid

thereon, if any, but shall not participate further in the distribution of the assets of the corporation.

Except as may be otherwise provided, by statute, the voting powers of the stockholders shall be vested exclusively in the holders of Common stock, and the holders of Preferred stock, as such, shall be entitled to no voting powers whatsoever, nor shall they be entitled to notice of stockholders' meetings.

FIFTH: The amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
R. F. Lewis	Wilmington, Delaware
L. H. Herman	Wilmington, Delaware
W. T. Cunningham	Wilmington, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares 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 interests of the corporation.

The corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

TENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if

sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH: Meetings of stockholders may be held without the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the Board of Directors.

TWELFTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 30th day of October, A. D. 1942.

R. F. Lewis (SEAL)

L. H. Herman (SEAL)

W. T. Cunningham (SEAL)

STATE OF DELAWARE :
: ss:
COUNTY OF NEW CASTLE :

BE IT REMEMBERED, That on this 30th day of October,
A. D. 1942, personally came before me, Harold E. Grantland ,
a Notary Public for the State of Delaware, R. F. Lewis,
L. H. Herman and W. T. Cunningham, all of the parties
to the foregoing Certificate of Incorporation, known to me
personally to be such, and severally acknowledged the said
certificate to be the act and deed of the signers respective-
ly and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and
year aforesaid.

Harold E. Grantland

Notary Public

Harold E. Grantland
Notary Public
Appointed Jan. 11, 1941
State of Delaware
Term Two Years

*In Testimony Whereof, I have hereunto set my hand
and official seal at New Castle, Delaware, this fourth day
of November, in the year of our Lord
one thousand nine hundred and forty two.*

STATE OF DELAWARE

State of Delaware



Office of Secretary of State.

I Earle D. Willey, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "CONCORD DEVELOPMENT COMPANY", as received and filed in this office the fourth day of November, A.D. 1942, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal, at Dover, this fourth day of November in the year of our Lord one thousand nine hundred and forty-two.



Earle D. Willey
Secretary of State.