

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "W. C. AND A. N. MILLER DEVELOPMENT COMPANY", FILED IN THIS OFFICE ON THE SECOND DAY OF SEPTEMBER, A.D. 1926, AT 1 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0427906

DATE: 05-09-00

CERTIFICATE OF INCORPORATION

OF

W. C. AND A. M. MILLER DEVELOPMENT COMPANY.

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FIRST. The name of this corporation is

W. C. AND A. M. MILLER DEVELOPMENT COMPANY.

SECOND. Its principal office in the State of Delaware is located at No. 7 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is the Corporation Trust Company of America, No. 7 West Tenth Street, Wilmington, Delaware.

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

To purchase, take on lease or in exchange, or otherwise acquire, and to hold, own, develop, improve, mortgage, pledge, sell or otherwise turn to account any lands or buildings in the State of Delaware or elsewhere, any estate or interest in, and any rights connected with, any such lands and buildings.

To develop and turn to account any land acquired by, or in which the company is interested, by dividing, sub-dividing, laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

To construct, maintain, improve, develop, work, control and manage any waterworks, gasworks, reservoirs, roads, tramways, electric power and heat and light supply works, telephone works, hotels, clubs, restaurants and baths, to the private use solely of the corporation and shall in no event be construed to operate such works as public utilities.

To carry on and conduct a general contracting and engineering business, including therein excavating, designing, constructing, preparing for construction, enlarging, repairing, removing or otherwise engaging in any work upon buildings, building sites, roads, bridges, docks, mines, shafts, waterworks, water systems, dams, electric or hydro-electric plants, railway structures, and all iron, steel, wood, masonry and earth construction, and to extend and receive any contracts or assignments of contracts therefor, or relating thereto, or connected therewith, and to manufacture, furnish, buy and sell building materials from iron, steel, or any other metal, or stone, brick, cement, wood, or other material, and to engage in any other business which may seem calculated directly or indirectly to advance the interests of this company.

To carry on all or any of the following businesses, namely, builders, and contractors, decorators, merchants and dealers in stone, sand, lime, brick, timber, hardware and other building requisites, brick and tile, terra cotta makers, job-masters, carriers, and house agents.

To conduct, manage and carry on the businesses of architects and engineers in all or any of their respective branches; to make contracts for the preparation of plans or other drawings or specifications of buildings or parts of buildings of

any and every kind and description; to superintend the construction thereof and do any and all acts in the line of the business of architects and engineers which it may deem necessary, profitable or desirable for the promotion of its business.

To conduct a general real estate brokerage business in the purchase, sale, lease and management of real estate and the negotiation of loans thereon; to act as agents for letting houses, lands, and the collection of rents and the payment of taxes; to purchase and sell personal property, stocks, bonds, and notes, and to negotiate loans thereon; to act as trustee in deeds of trust or mortgages on real or personal property of any evidence of value to secure them.

To act as agents or brokers in the business of fire, life, marine, accident and fidelity insurance, in the business of giving protection to principals and employers and any other kind or class of insurance.

To lend money on real estate, personal property, notes, and bonds secured by mortgages and deeds of trust on real estate or upon personal property; and to lend money and to make advances from time to time on notes and bonds secured by mortgages and deeds of trust on real estate with full power to borrow such money as may be required for the purpose of the business of the corporation.

To lend money either with or without security, and generally to such persons and upon such terms and conditions as the company may think fit, and in particular to persons undertaking to build or improve any property in which the company is interested, and to tenants, builders, and contractors.

To undertake and execute any trusts the undertaking of which may seem to the company desirable.

To have all powers which may be necessary or incidental to the carrying on of any or all of the foregoing businesses or operations.

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 merchandises 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.

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 evidence 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 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; 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, whether manufacturing or otherwise, 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 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.

FOURTH. The total authorized capital stock of this corporation is Five Hundred Thousand Dollars (\$500,000), divided into Five Thousand (5,000) shares of the par value of One Hundred Dollars (\$100.00) each.

FIFTH. The amount of capital stock with which this corporation will commence business is One Thousand Two Hundred Dollars (\$1,200.00).

SIXTH. The names and places of residence of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

NAME.	RESIDENCE.	NO. OF SHARES.
T. L. Groteau	Wilmington, Delaware	4
A. L. Miller	Wilmington, Delaware	4
Alfred Jervis	Wilmington, Delaware	4

SEVENTH. This 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 and alter the by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation:

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation, (other than the stock ledger), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a

resolution of the stockholders or directors:

If the by-laws so provide, to designate two or more of its number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least 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, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

TENTH. This 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 original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 55 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 2nd day of September A. D. 1928.

In presence of

John L. Jones *P. H. Coleman*
H. L. Miller
Alfred Lewis

State of Delaware }
County of New Castle } ss.

BE IT REMEMBERED that on this 2nd day of September,
A. D. 1928, personally came before me, John Titus,
a Notary Public for the State of Delaware T. L. Groteau,
A. L. Miller and Alfred Jarvis,
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 respect-
ively and that the facts therein stated are truly set forth.

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

John Titus
.....
Notary Public.

