AZ CORPORATION COMMISSION FILED



DO NOT PUBLISH THIS SECTION

 The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited "mcorporated" or an abbreviation of any these words. If you a the holder or assigned of a tradename or trademark, attach Declaration of Tradename Holder form. If your name not available for use Arizona, you must adopt a fictitious nam and provide a resolution adopting th name, which must be executed by the corporation Secretary

must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical description of their street address/ location.

FEB 1 5 2006 PLICATION FOR AUTHORITY TO TRANSACT BUSINESS FILE NO. IN ARIZONA

"association,"	The name of the corporation is: BD&K Services Corporation
"company," "limited,	A(n) Washington Corporation
"incorporated" or an	washington
abbreviation of any of	
these words. If you are the holder or assignee of a tradename or	X We are a foreign corporation applying for authority to transact business in the state of Arizona
trademark, attach Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.	Our actual corporate name (or the name under which we originally obtained authority in Arizona). The period of our duration. The state, province or country of our incorporation.
	(FN).
	2. The name of the state, province or country in which the foreign corporation is incorporated is: State of Washington, United States of America
3. You must provide the total duration in years for which your corporation was	3. The foreign corporation was incorporated on the 23rdday of September, 1982, and the period of its duration is: Perpetual
formed to endure. If perpetual succession, so indicate in this	 The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:
section. Do not leave blank, or state not applicable.	1602 Franklin Street, Port Townsend, WA 98368
physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical	5. The name and street address of the statutory agent for the foreign corporation in Arizona is: John R. Foley, 8351 West Foothill Drive, Peoria, Arizona 85383
description of their	

DO NOT PUBLISH THIS SECTION	5.a.	The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:
	Ī	8050 North 19th Ave, Phoenix, AZ 85021
5.b. Indicate to which address the Annual Report should be mailed.	5.b.	The Annual Report and general correspondence should be mailed to the address specified above in section 4 x or 5a
6. If the purpose of your corporation has any limitations with regard to this section, so indicate. If not, state no limitations or leave blank.	6.	The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any: None
	7.	The names and usual business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)
Name:		John R Foley, President [title]
Address:		8351 W. Foothill Dr., Peoria, AZ 85383
City, State, Zip:		
Name:		Martha O. Foley, Secretary , [title]
Address:		8351 W. Foothill Dr., Peoria, AZ 85383
City, State, Zip:		
Name:		
Address:		
City, State, Zip:		
uthorized shares	8.	The foreign corporation is authorized to issue $\frac{12}{3}$ shares, itemized as follows: (Attach additional sheets if necessary.)
annot be "zero" or N/A". Include		shares of Class 'A' [class or series] stock at
uthorized, not issued hares in this section.		no par value or par value of \$1.00 per share.
		49 shares of Class 'B' [class or series] stock at
		no par value or par value of \$per share.
		shares of[class or series] stock at
		no par value or par value of \$ per share.

						5-1264153-4
DO NOT PUBLISH THIS SECTION	9. The	foreign corporat	ion has issued	100		_ shares, itemized as follows:
		100	shares of	Class A		[class or series] stock at
The total number of issued shares cannot be		190 [ar value or pa	ar value of \$	1.00	per share.
"N/Λ".			shares of			[class or series] stock at
		no t	ar value or pa	ar value of \$		per share.
	-		_			[class or series] stock at
The Application must be		no 1				per share.
accompanied by the following: A Certificate of Disclosure, executed		-	iness the fore	ign corporati		intends to conduct in Arizona is:
within 30 days of delivery to the		13th		2004		
Commission, by a	DA'	TED this 13th BD&K Service				·
duly authorized officer	-				-:/	
omeer	Eve		of Corporation	- 12	Res	
Attach a certified copy of your articles	EXC	ecuted by	Duly Authoriz	ed Officer or 1	Director	
of incorporation, all		<i>,</i>	17017 1 10010111	(!	
amendments and			John R. Fo	oley	President	
mergers (AZ Const. Art. XIV, §8) and a	<u> </u>		[print name]		[title]	
certificate of	1	PHONE <u>623.680.</u>	3818	FAX_		
existence or document of similar		[optional]	l		[optional]	
import duly						
authenticated (within 60 days) by the	ACCEPT	ANCE OF APPOI	TMENT BY S	STATUTORY	AGENT	
official having	The under	mianad barabu aak	hee sankalum	accents the an	nointment s	s statutory agent of this corporation
custody of corporate records in the state,		his 13th day			200	
province or country under whose laws the corporation is incorporated.		Signature	Pore		, <u> </u>	-
The agent must	′	John R. Foley				
consent to the appointment by executing the consent.		[Print Name]				_
			on behalf of a cogent, print com			



Secretary of State

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION OF

BD&K SERVICES CORPORATION

I FURTHER CERTIFY that the records on file in this office show that the above named Profit Corporation was formed under the laws of the State of WA and was issued a Certificate Of Incorporation in Washington on 9/23/1982.

I FURTHER CERTIFY that as of the date of this certificate, BD&K SERVICES CORPORATION remains active and has complied with the filing requirements of this office.

Date: February 3, 2006

UBI: 600-455-097

STATE ON WASHINGTON TO THE STATE OF THE STAT

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

Sam Reed, Secretary of State

ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington Phoenix, Arizona 85007-2929 Tucson Address:

400 West Congress Tucson, Arizona 85701-1347

PROFIT CERTIFICATE OF DISCLOSURE A.R.S. §10-202.D

BD&K Services Corporation	

	BD&K Services Corporation
A. Has any person serving either by election or appointment as officer, d issued and outstanding common shares or 10% of any other proprietary, b	EXACT CORPORATE NAME irector, trustee, incorporator and persons controlling or holding over 10% of the eneficial or membership interest in the corporation:
period immediately preceding the execution of this Certificate? 2. Been convicted of a felony, the essential elements of which consist monopoly in any state or federal jurisdiction within the seven-year	order of any state or federal court entered within the seven-year period immediately judgment, decree or permanent order: securities laws of that jurisdiction?; or liction?; or
YesNo_X	
B. IF YES, the following information MUST be attached:	
 Full name, prior name(s) and aliases, if used. Full birth name. Present home address. Prior addresses (for immediate preceding 7-year period). Date and location of birth. 	6. Social Security number.7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.
C. Has any person serving as an officer, director, trustee or incorporator of the issued and outstanding common shares, or 20% of any other propri placed in bankruptcy, receivership or had its charter revoked, or admin	of the corporation served in any such capacity or held or controlled over 20% of etary, beneficial or membership interest in any other corporation which has been istratively or judicially dissolved by any state or jurisdiction?
YesNo_X	
 YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST Name and address of the corporation. Full name (including aliases) and address of each person involved. 	 ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION: 3. State(s) in which the corporation: (a) Was incorporated. (b) Has transacted business. 4. Dates of corporate operation. 5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.
D. The fiscal year end adopted by the corporation is December 31	
Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) best of my(our) knowledge and belief it is true, correct and complete, and WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.	s) that I(we) have examined this Certificate, including any attachments, and to the hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED
BY The Milly	BY
PRINT NAME John R. Foley	PRINT NAME
TITLE President DATE 02/13/2006	TITLEDATE
DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN	THEINITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person

becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION. CF: 0022 - Business Corporations

Rev: 04/04



Secretary of State

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF AMENDMENT

of

CAREER DIRECTIONS NOW, LTD.

as filed in this office on September 28, 1993.

Date: February 7, 2006

STATE OF WEST AND STATE OF THE STATE OF THE

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

Sam Reed, 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

CAREER DIRECTIONS NW, LTD.

a Washington

Profit

corporation. Articles of Amendment were

filed for record in this office on the date indicated below.

Amending Shares

U.B.I. Number: 600 455 097

Date: September 28, 1993

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

Ralph Munro, Secretary of State

ssf 58 (5/91)

2-324782-8

"AMENDED" ARTICLES OF INCORPORATION

OF

CAREER DIRECTIONS NW, LTD.

SEP 2 8 1993

The original Articles of Incorporation were amended as follows:

ARTICLE III.

- 3.1 Purposes. This corporation is organized for the following purposes:
- 3.1.1 To provide vocational rehabilitation services: and,
- **3.1.2** To further engage in any business, trade or activity which may be conducted lawfully by a corporation organized under the Washington Business Corporation Act.

[Adopted September 1, 1993, by shareholder action]

ARTICLE IV.

4.1 Powers. This corporation shall have the authority to engage in any and all such activities as are incidental or conducive to the attainment of the purposes of this corporation and to exercise any and all powers authorized or permitted under the laws that may be now or hereafter applicable or available to this corporation.

[Adopted September 1, 1993, by shareholder action]

ARTICLE V.

- 5.1 Stock Structure Two Classes of Common Stock. The total number of shares of capital stock of all classes which this Corporation has authority to issue is 149 shares, of which 100 shares are Class A Common Stock [full voting rights] with a par value of one dollar (\$1.00) per share, and 49 shares of Class B Common Stock [no voting rights] with no par value.
- **5.2** Rights and Privileges of Class A Common Stock. The following rights, privileges, and conditions shall attach to the holders of Class A Common Stock:
- **5.2.1** With respect to the election of the board of directors, the holders of Class A Common Stock voting as a separate class shall be entitled to elect a minimum of two (2) voting member of the board of directors irrespective of any other voting rights and

[&]quot;Amended" Articles of Incorporation of Career Directions NW, Ltd.

any statutory provision to the contrary, and subject to the voting rights granted to holders of Class A Stock in the Amended Bylaws.

- **5.2.2** The holders of Class A Common Stock shall be entitled to vote as a separate class on the removal, with or without cause, of any voting director elected by the holders of Class A Common Stock. The holders of Class B Common Stock shall not be entitled to vote as a separate class, or otherwise, on the removal, with or without cause, of any director elected by the holders of Class A Stock.
- **5.2.3** The holders of the Class A Common Stock shall be entitled to vote as separate class on all matters as may be required by law, or by these Amended Articles of Incorporation to be submitted to Class A stockholders holders voting as a separate class.
- **5.2.4** The voting board of director elected by the holders of Class A Common Stock shall be entitled to vote on any issue submitted to the board for action.
- **5.2.5** Any vacancy in the office of a voting director elected by the holders of the Class A Common Stock may be filled by a vote of Class A Common stockholders voting as a separate class.
- 5.2.6 The holders of Class A Common Stock shall be entitled to receive in each year out of the surplus net profits of the corporation a fixed yearly dividend of seventy five per cent (75%) payable as may be authorized by the directors, before any dividend shall be set apart or paid on the Class B Common Stock. The dividends upon the Class A Common Stock shall be cumulative, so that if in or for any year dividends amounting to seventy five per cent (75%) shall not be paid on the Class A Common Stock, the deficiency shall be a charge upon the net earnings of the corporation, and be payable subsequently, before any dividend shall be set apart or paid upon the Class B Common Stock.
- **5.2.7** Per share dividends on the Class B Common Stock also may be declared payable as authorized by the directors, but only out of surplus net profits of the corporation for any fiscal year remaining after the payment of the full yearly dividend on the Class A Common Stock for such year as well as of all dividends previously accrued and remaining unpaid thereon.
- **5.2.8** The holders of Class A Common Stock shall not be entitled to any further dividend or share of profits beyond the cumulative yearly dividend of seventy five per cent (75%); and the holders of Class B Common Stock shall be entitled to receive the per share dividend authroized by the Class A Board of Directors only after the cumulative dividends of seventy five per cent (75%) on the Class A Common Stock shall have been fully paid.
- **5.2.9** In case of the liquidation or the dissolution of the corporation, the holders of the Class A Common Stock shall be entitled to be paid in full the accrued

dividend charge before any amount shall be paid to the holders of Class B Common Stock.

- 5.3 Limited Rights of Class B Common Stock. The holders of Class B Common Stock shall no voting powers except as may be provided by the holders of the Class A Stock and except as follows:
- 5.3.1 With respect to the election of the board of directors, the holders of Class B Common Stock voting as a separate class shall be entitled to elect one non-voting member of the board of directors irrespective of any other voting rights and any statutory provision to the contrary, and subject to the voting rights granted to holders of Class A Stock in these Amended Articles of Incorporation and the Amended Bylaws.
- 5.3.2 The holders of Class B Common Stock shall be entitled to vote as a separate class on the removal, with or without cause, of any non-voting director elected by the holders of Class B Common Stock. The holders of Class B Common Stock shall not be entitled to vote as a separate class, or otherwise, on the removal, with or without cause, of any director elected by the holders of Class A Stock.
- **5.3.3** The holders of the Class B Common Stock shall be entitled to vote as separate classes on such other matters as may be required by law, or by these Amended Articles of Incorporation to be submitted to such holders voting as a separate class.
- **5.3.4** The non-voting board of director elected by the holders of Class B Common Stock shall not be entitled to vote on any issue submitted to the Class A board for action, and shall have only a non-voting, advisory role on the voting board of directors.
- **5.3.5** Any vacancy in the office of a non-voting director elected by the holders of the Class B Common Stock may be filled by a vote of Class B Common Stock holders voting as a separate class, and any vacancy in the office of a director elected by the holders of the Class A Stock shall be filled by a vote of such holders voting as a separate class.
- **5.4** Vacancy in Board of Directors. Any director elected by the board of directors to fill a vacancy shall serve until the next annual meeting of the stockholders. If permitted by the by-laws, the board of directors may increase the number of directors permitted to each class of stock without regard to the rights of the Class B Common Stock shareholders, and any vacancies so created may be filled by the shareholders of each class as provided for above in paragraph Article III of the Amended Bylaws.
- 5.5. Conversion of Class B Common Stock to Class A Common Stock. Each holder of record of Class B Common Stock may, at the option of, and upon the majority vote of the shareholders of 100% of the Class A Common Stock, convert the holder's Class B Common Stock into Class A Common Stock as follows:

- **5.5.1** The Board of directors may fix and determine, to the extent permitted by the Washington Business Corporation Act, the terms and conditions on which Class B Common Stock may be converted into, or exchanged for, shares of Class A Common Stock of the corporation, and the price and rates of exchange and the adjustment at which such shares shall be convertible or exchangeable.
- 5.5.2 The number of Class A Common Stock into which the Class B Common Stock may be converted shall be subject to adjustment from time to time in the event of any capital reorganization, reclassification of the stock of the corporation, consolidation or merger of the corporation with or without another corporation or sale or conveyance of all or substantially all of the assets of the corporation in another corporation or other entity or person.
- 5.5.3 Each Class B Common Stock shall thereafter be convertible into such kind and amount of securities or other assets, or both, as are issueable or distributeable in respect of the number of Class A Common Stock into which each Class B Common Stock is convertible immediately prior to such reorganization, reclassification, consolidation, merger, sale or conveyance.
- 5.5.4 No fraction of Class A Common Stock share shall be issued on conversion of any Class B Common Stock but, in lieu thereof, the corporation shall pay in cash therefor the pro rata fair market value of any such fraction. Such fair market value shall be based on the fair market of such fractional share as determined by the voting members of the board of directors holding Class A Common Stock. Any such determination of fair market value shall be final and binding on the corporation and on each holder of Class B Common or Class A Common Stock.
- 5.5.5 The corporation and the holders of Class A Common Stock shall at all times reserve and keep available out of the authorized Class A Common Stock, solely for the purpose of effecting the conversion of the outstanding Class B Common Stock, such number of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Class B Common Stock. If, at any time, the number of authorized Class A Common Stock shall not be sufficient to effect conversion of the then outstanding Class B Common Stock, the corporation shall take such corporate action as may be necessary to increase the number of authorized and unissued Class A Common Stock to such number as shall be sufficient for such purposes.
- 5.6 Authorization to Board of Directors to Fix Rights and Preferences of Class A and B Common Stock. In any resolution of the board of directors providing for the issuance of Class A or B Common Stock, the board of directors may, subject to any limitations contained elsewhere in these articles of incorporation:
- **5.6.1** Fix a cumulative, participating dividend rate per share of Class A and B Common Stock, with the further understanding that the voting members of the board of directors shall be entitled to decline to fix a dividend rate per share of Class B Common Stock in any year.

- **5.6.2** Fix the date at which a per share dividend, if declared, shall be payable for both Class A and B Common Stock.
- **5.6.3** Establish liquidation and redemption prices for Class A Common Stock. It shall be understood that Class B Common Stock shall have no liquidation or redemption value.
- **5.6.4** Establish the conversion price, if any, at which the Class B Common Stock may be converted or exchanged for shares of Class A Common Stock of the corporation, and the rights, if any, of the holders of such Class B Common Stock to convert.
- **5.6.5** Determine whether or not a fund shall be established for the conversion of Class B Common Stock to Class A Common Stock.
- **5.6.6** Determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any unissued class of stock, including all unissued shares of a particular class of stock.
- 5.6.7 Determine, from time to time, the consideration for any class of stock issued by the corporation.
- 5.7 Redemption of Class A Common Stock. The Class A Common Stock may be redeemed in whole or in part at any date at the option of the voting members of the board of directors on not less than 30 days prior notice to holders of record of Class A Common Stock, published, mailed, and given in such manner and form and on such terms and conditions as may be prescribed by the Amended Bylaws or by resolution of the board of directors. Such stock may be redeemed by payment in cash of one hundred per cent (100%) of value for each share of Class A Common Stock to be redeemed, as well as all accrued unpaid dividends on each such share, all as determined by the voting board of directors.
- 5.8 Fund for Conversion and/or Redemption of Class A and B Common Stock. A fund for the conversion of Class B Common Stock to Class A Common Stock, or the retirement of Class A Common Stock by redemption, may be created by separate agreement. Prior to issuance of stock, a shareholder of either Class A or B Common Stock shall consent to said agreement. The voting members of the board of directors may create the fund out of the earnings of the corporation and its employees, upon agreement and consent of an employee, and credit an account for the conversion or redemption of Class A and/or B Common stock, subject to the following:
- **5.8.1** This fund shall not be used for payment of any dividend on Class A or B Common Stock, nor shall the fund be depleted in any way except for the conversion or retirement of Class A or B Common Stock as set forth in the these Amended Articles and/or a separate agreement created by the voting members of the board of directors.

- **5.9** Payment for Stock. No stock of this corporation shall be issued, transferred or converted to any person who has not paid all indebtedness to the corporation for the purchase of such stock.
- 5.10 Corporation's Option to Purchase and Restrictions on Transfer of Shares of Class A or B Common Stock. The ability of the corporation to purchase outstanding shares of Class A or B Common Stock, and restrictions on the transfer of such stock, shall be set forth in a separate agreement consented to by each shareholder of Class A and B Common Stock.
- **5.11** Authority to Increase Capital Stock. The capital stock authorized may be increased by a majority vote of the stockholders of the corporation at any regular stockholders' meeting or at any special stockholders' meeting called for that purpose, by the adoption of an amendment to these articles.

[Adopted September 1, 1993, by shareholder action]

ARTICLE VI

6.1 No Preemptive Rights. Except as may otherwise be provided by the voting board of directors, no preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

[Adopted September 1, 1993, by shareholder action]

ARTICLE VII

7.1 No Cumulative Voting. At each election for directors, every shareholder entitled to vote at such election for a particular class of stock has the right to vote in person or by proxy the number of shares held by such shareholder for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

[Adopted September 1, 1993, by shareholder action]

ARTICLE VIII

8.1 Bylaws. The voting board of directors shall have the power to adopt, amend or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the Bylaws.

[Adopted September 1, 1993, by shareholder action]

[&]quot;Amended" Articles of Incorporation of Career Directions NW, Ltd.

ARTICLE IX

9.1 Registered Office and Agent. The name of the initial registered agent of this corporation and the address of its initial registered office are as follows:

John Foley 1441 "F" Street Port Townsend, WA. 98368

[Adopted September 1, 1993, by shareholder action]

ARTICLE X

10.1 Directors. The number of directors of this corporation shall be determined in the manner specified by the Bylaws and may be increased or deceased from time to time in the manner provided therein.

[Adopted September 1, 1993, by shareholder action]

ARTICLE XI

11.1 Amendments to Articles of Incorporation. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in any manner now or hereafter permitted by law, and all rights and powers conferred herein on the shareholders and directors of this corporation are subject to this reserved power.

[Adopted September 1, 1993, by shareholder action]

ARTICLE XII

12.1 Incorporator's. The names(s) and address(es) of the incorporator(s) were as follows:

Name

Address

John R. Foley

P.O.Box-912, Port Townsend, WA. 98368

Martha O. Foley

P.O.Box-912, Port Townsend, WA. 98368

[Adopted September 1, 1993, by shareholder action]

[&]quot;Amended" Articles of Incorporation of Career Directions NW, Ltd.

ARTICLE XIII

13.1 Limitation of Director's Liability. A director shall have no liability to the corporation or its shareholders for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for conduct violating RCW 23B.08.310, or 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 Business Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Business Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

[Adopted September 1, 1993, by shareholder action]

ARTICLE XIV

14.1 Indemnification of Directors and Officers. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation or a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or hers heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking and indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in

[&]quot;Amended" Articles of Incorporation of Career Directions NW, Ltd.

defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

- 14.2 Right of Claimant to Bring Suit. If a claim under Section 14.1 of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the corporation (including its board of directors, independent legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification of or reimbursement of advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors, independent legal counsel or its shareholders) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.
- 14.3 Nonexclusivity of Rights. The right of indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.
- 14.4 Insurance, Contracts and Funding. The corporation may maintain insurance, at its expense, to protect itself and any director, trustee, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act. The corporation may, without further shareholder action, enter into contracts with any director or officer of the corporation in furtherance of the provisions of the Article and may create a trust fund, grant a security interest or use other

[&]quot;Amended" Articles of Incorporation of Career Directions NW, Ltd.

means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

[Adopted September 1, 1993, by shareholder action]

14.5 Indemnification of Employees and Agents of the Corporation. The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporations or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act or otherwise.

[Adopted September 1, 1993, by shareholder action]

ARTICLE XV

15.1 Transactions with Interested Shareholders. This corporation elects to be covered by the provisions of the Washington Business Corporation Act concerning transactions with interested shareholders, as therein defined, whether or not this corporation may at times have fewer than three hundred (300) holders of record of its shares.

[Adopted September 1, 1993, by shareholder action]

ARTICLE XVI

- 16.1 Paragraph Headings. The paragraph headings in this document are for the convenience only, they form no part of this document and shall not affect its interpretation.
- 16.2 Gender, Etc. Words used herein, regardless of the number and gender specifically used, shall be deemed and construed to include any other number, singular or plural, and any other gender, masculine, feminine or neuter, as the context requires.

[Adopted September 1, 1993, by shareholder action]

The undersigned person, of the age of eighteen years or more, as incorporator of this corporation under the Washington Business Corporation Act, adopts these Articles of Incorporation.

Dated: September 1, 1993.

John R. Foley, Incorporator

"Amended" Articles of Incorporation of Career Directions NW, Ltd.

CONSENT TO SERVE AS REGISTERED AGENT

I, John R. Foley, hereby consent to serve as Registered Agent, in the State of Washington, for the following corporation, Career Directions, NW, Ltd. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

Dated: September 1, 1993.

John R. Foley Registered Agent

1441 "F" Street

Port Townsend, WA. 98368

Amended Articles of Incorporation

signed by:

John Foley, President

Career Directions NW, LTD

Each of the above amendments was duly approved by shareholder action in accordance with the provisions of RCW 23B.10.030 and RCW 23B.10.040.

[&]quot;Amended" Articles of Incorporation of Career Directions NW, Ltd.

SECRETARY OF STATE



STATE OF WASHINGTON | DEPARTMENT OF STATE

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

ARTICLES OF INCORPORATION

ofCAREER DIRE	
a domestic corporation of	Port Townsend, Washington,
· · · · · · · · · · · · · · · · · · ·	and I further certify that such Articles remain on file in this
office.	•
Filed at request of	
Career Directions NW P.O. Box 912	
Port Townsend WA 98368	in withess whereof i have signed and have an
Filing and recording fee \$	fixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,
License to June 30, 19\$	<u>.</u>
Excess pages @ 25¢ \$	September 23, 1982
Microfilmed, Roll No1645	RAM Homes
Page 46() -464	RALPH MUNRO
SSF-57-B (6-69) -111-	SECRETARY OF STAT

Articles of Incorporation of

SEP 2 3 1982

SECRETARY OF STATE STATE OF WASHINGTON

98

THE UNDERSIGNED, of the age of eighteen years, or more, desirous of forming a corporation under the laws of the State of Washington, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be <u>CAREER DIRECTIONS NW. LTD</u>

ARTICLE II.

This corporation shall have perpetual existence.

ARTICLE III.

The purpose of the corporation is: to provide vocational rehabilitation service: and further to engage in all forms and any such activity pertaining thereto not forbidden to corporations by the Constitution, statutes or common law of the State of Washington.

ARTICLE IV.

The capital stock of this corporation shall be \$\frac{50,000.00}{\text{consisting of this particle of \$\frac{50,000.00}{\text{consisting of the particle of this particle of \$\frac{50,000.00}{\text{consisting of the particle of the particle of the particle of the particle of the \$\frac{50,000.00}{\text{consisting of the particle of the particle

No holder of shares of stock of this corporation shall be entitled as such as a matter of right to subscribe for, purchase, or otherwise acquire any share of stock of this corporation of any class whether now or hereafter authorized, or any securities convertible into shares of stock of this corporation.

ARTICLE V

This corporation shall not commence business until consideration of the value of at least Five Hundred Dollars (\$500.00) has been received for the issuance of shares.

ARTICLE VI

The address of the initia	l register	ed office of	the co	rporation i	s P.O.	Box	<u>91</u> 2,
Port Townsend,							

The name of its initial registered agent at such office is John R. Foley

SELF-COUNSEL PRESS INC. 1303 N. Northgate Way Seattle, Washington USA-INC-WASH (1-1)-81

^{*}Delete if inappropriate.

ARTICLE VII

The number of directors of this corporation shall be such number, not less than three (3) except where all shares are owned of record by fewer than three (3) shareholders, in which case the number of directors shall not be less than the number of such shareholders and such number of directors shall be determined from time to time by the shareholders of the corporation. The names and post office addresses of the first directors, who will manage the affairs of the corporation from the time of its organization until their successors are elected and qualified at the first annual meeting are as follows:

			AF	RTICLE	VIII			•
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rar cha o.	10104	<u> </u>	DOX	314,	FULC	rownsena,	WA	98368
Martha O	Foley	PO	Roy	012	Port	Townsend,	T-77	00260
John R. F	oley	P.O.	Box	912,	Port	Townsend,	WA_	98368

The name and address of the incorporator is: John R. Foley, P.O. Box 912, Port Townsend, WA 98368

ARTICLE IX

The authority to make by-laws and to repeal and amend the same is vested in the Board of Directors, subject to the power of the shareholders to change or repeal the same: provided however that the Board of Directors shall not make or alter any by-laws fixing their numbers, qualifications, classifications, terms of office or compensation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal in duplicate this

State of Washingto

County of

SS.

SELF-COUNSEL PRESS INC. 1303 N. Northgate Way Seattle, Washington USA-INC-WASH (1-2)-61

Affidant of Halue of Asse. Received and to be Received for Issuance of Nonpar Halue Stock

County of Jefferson	SS.
John R. Foley	_, being first duly sworn, on oath, deposes and says:
That he is and since August 23,	, 1982, has been <u>incorporator</u>
(an incorporator or other representative) of the	Career Directions NW, LTD
Corporation, a Washington corporation.	
That on August 26	, 19 82, at a meeting of the shareholders of
said corporation, duly called for that purpose	and held on August 26 , 19 82 ,
at Port Townsend in the c	ounty of <u>Jefferson</u> , State of
Washington, it was voted to issue KXXXX	<u>××××</u> &f\$ fefeffe& \$f 888 k\$h&v#ng×#6×\$&f&f×&&f&&*
(10,000 shares of common stock havin	g no par value).*
That, to the best of my knowledge and	belief, the value of the assets received and to be received
by said corporation in return for the issuance	of said nonpar value stock does not exceed the sum of
\$ 50,000 .	
Dated August 26 State of Washington	
County of page 1	octh 1 1 1 2
Subscribed and Sworn before me this_ *Delete either phrase if inappropriate.	Notary Public in and for the State of Washington residing at
	Jort Johnson



CONSENT TO SERVE AS REGISTERED AGENT

I,	John R. Foley	, hereby consent to serve as
Registered Ag	ent, in the state of Wa	shington, for the following corporation,
Caree	r Directions NW, LTD	
I understand	that as agent for the c	orporation, it will be my responsibility to re-
ceive service	of process in the name	of the corporation; to forward all mail to the
corporation;	and to immediately noti	fy the office of the Secretary of State in the
event of my r	esignation, or of any c	hanges in the registered office address of the
corporation f	or which I am agent.	
9/22/82		Jan Rolus
(date)		(signature of agent)
		P.O. Box 912 (631 Water St.)
		(registered office address)
		Port Townsend, WA 98368



Secretary of State

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF AMENDMENT

of

CAREER DIRECTIONS NOW, LTD.

CHANGING NAME TO BD&K SERVICES CORPORATION

as filed in this office on December 1, 2005.

Date: February 7, 2006

STATE OF WASHINGTON TO STATE OF THE STATE OF

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

Sam Reed, Secretary of State



ARTICLES OF AMENDMENT WASHINGTON PROFIT CORPORATION

FILED

SECRETARY OF STATE

Please PRINT or TYPE in black int.
 SECRETARY OF 5
 Sign. date and return original AND ONE COPY to: SAM REED

FEE: \$30

CORPORATIONS DIVISION 801 CAPITOL WAY SOUTH + PO BOX 40234 December 1, 2005 OLYMPIA, WA 86504-0234

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BE SURE TO INCLUDE FILING FEE. CHECKS STATE OF WASHINGTON FRANCE USE ONLY should be made payable to "Becausery of State"

MPORTAINT Person to contact a	philip sid funds		Daytime Phone Number (with area code)	_
John R. Foley			623.680.3818	

AMENDMENT TO ARTICLES OF INCORPORATION

191 NUKBER	CORPORATION NUMBER (If known)	AMENDMENTS TO ARTICLES OF INCORPORATION WERE ADOPTED O
0 455 097		Date: November 27, 2005
TECTIVE DATE	(Specified effective date may be up to 30 days	s AFTER receipt of the document by the Socretary of State)
MENDMENT	Specific Date:	☐ Upon filing by the Secretary of State
TICLES OF AMEN	DMENT WERE ADOPTED BY (Plane chas) ONE	of the following)
[Incorporate	s. Shareholders action was not required	
=	rectors. Shareholders action was not require	
Li Duly approx	ved shareholder action in accordance with Ch	apter 23B.10 RCW
		OF INCORPORATION ARE AS FOLLOWS
		utlication, or cencellation of issued stares, provisions for Il necessary, atlach additional amendments or information
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Article 1 is		Lemman was another to the state of the state

John R. Foley

11/29/05

Date

INFORMATION AND ADDISTANCE - 200/783-7118 (TDD - 200/783-1465)

FILE NUMBER



DOMESTIC

SECRETARY OF STATE

STATE OF WASHINGTON | DEPARTMENT OF STATE

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

ARTICLES OF INCORPORATION

of CAREER DIRECTIO	CNS NW, LTD.
a domestic corporation of	<u>Port Townsend</u> , 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 John R. Foley Career Directions NW P.O. Box 912	
Port Townsend WA 98368	In witness whereof I have signed and have af-
Filing and recording fee \$	fixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,
License to June 30, 19\$	
Excess pages @ 25¢ \$	September 23, 1982
Microfilmed, Roll No. 1645	RAM Homas
SSF-57-B (6-69) -111-	RALPH MUNRO

Articles of Incorporation of

SEP 2 3 1982

SECRETARY OF STATE STATE OF WASHINGTON

98

THE UNDERSIGNED, of the age of eighteen years, or more, desirous of forming a corporation under the laws of the State of Washington, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be <u>CAREER DIRECTIONS NW. LTD</u>

ARTICLE II.

This corporation shall have perpetual existence.

ARTICLE III.

The purpose of the corporation is: <u>to provide vocational rehabilitation</u> service: and further to engage in all forms and any such activity pertaining thereto not forbidden to corporations by the Constitution, statutes or common law of the State of Washington.

ARTICLE IV.

The capital stock of this corporation shall be \$\frac{50,000.00}{\text{consisting of }}\$ consisting of \frac{10,000}{\text{capital stock may be issued by the corporation from time to time for such consideration, including (without limitation) labor, services, money or property, as may be fixed by resolution of the Board of Directors from time to time.

No holder of shares of stock of this corporation shall be entitled as such as a matter of right to subscribe for, purchase, or otherwise acquire any share of stock of this corporation of any class whether now or hereafter authorized, or any securities convertible into shares of stock of this corporation.

ARTICLE V

This corporation shall not commence business until consideration of the value of at least Five Hundred Dollars (\$500.00) has been received for the issuance of shares.

ARTICLE VI

The add	dress of the initia	l registe	red office o	of the co	rporation	is <u>P.O.</u>	Box	912,	
Port	Townsend,	WA	98368	(631	Water	St.)			

The name of its initial registered agent at such office is John R. Foley

SELF-COUNSEL PRESS INC. 1303 N. Northgate Way Seattle, Washington USA-INC-WASH (1-1)-81

^{*}Delete if inappropriate.

ARTICLE VII

The number of directors of this corporation shall be such number, not less than three (3) except where all shares are owned of record by fewer than three (3) shareholders, in which case the number of directors shall not be less than the number of such shareholders and such number of directors shall be determined from time to time by the shareholders of the corporation. The names and post office addresses of the first directors, who will manage the affairs of the corporation from the time of its organization until their successors are elected and qualified at the first annual meeting are as follows:

John R. Foley	P.O.	Box	912,	Port	Townsend,	WA	98368
Martha O. Foley	P.O.	Box	912,	Port	Townsend,	WA	98368
			· • · · · · · · · · · · · · · · · · · ·				
	×.			····			

ARTICLE VIII

The name and address of the incorporator is: <u>John R. Foley, P.O. Box 912</u>, Port Townsend, WA 98368

ARTICLE IX

The authority to make by-laws and to repeal and amend the same is vested in the Board of Directors, subject to the power of the shareholders to change or repeal the same: provided however that the Board of Directors shall not make or alter any by-laws fixing their numbers, qualifications, classifications, terms of office or compensation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal in duplicate this

County of

State of Washington

SS.

SELF-COUNSEL PRESS INC. 1303 N. Northgate Way Seattle, Washington USA-INC-WASH (1-2)-81

Affidant of Halue of Asse. Received and to be Received for Issuance of Nonpar Halue Stock

State of Washington County of Jefferson	SS.
John R. Foley	, being first duly sworn, on oath, deposes and says:
That he is and since August 23.	, 1982 , has been <u>incorporator</u>
(an incorporator or other representative	of the Career Directions NW, LTD
Corporation, a Washington corporation	l.
That on August 26	, 19 82 , at a meeting of the shareholders of
said corporation, duly called for that pu	urpose and held on August 26 , 19 82 ,
at Port Townsend in	the county of, State of
Washington, it was voted to issue 🖾	<u> </u>
(10,000 shares of common stock	having no par value).*
That, to the best of my knowledge	e and belief, the value of the assets received and to be received
by said corporation in return for the iss	uance of said nonpar value stock does not exceed the sum of
\$_50,000 .	
Dated August 26	
State of Washington	
County of effective	ss. You fall
Subscribed and Sworn before me	this 26th day of August, 1982.
*Delete either phrase if inappropriate.	Notary Public in and for the State of Washington residing at
	Port Townson



CONSENT TO SERVE AS REGISTERED AGENT

I, John R. Foley	, hereby consent to serve as
	ashington, for the following corporation,
Career Directions NW, LT	D .
I understand that as agent for the	corporation, it will be my responsibility to re-
ceive service of process in the nam	e of the corporation; to forward all mail to the
corporation; and to immediately not	ify the office of the Secretary of State in the
event of my resignation, or of any	changes in the registered office address of the
corporation for which I am agent.	
9/22/82	Jef Roley
(date)	(signature of agent)
	P.O. Box 912 (631 Water St.)
	(registered office address)
	Port Townsend, WA 98368



Secretary of State

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF AMENDMENT

of

CAREER DIRECTIONS NOW, LTD.

as filed in this office on September 28, 1993.

Date: February 7, 2006

STATE OF NIPSHIM

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

Sam Reed, Secretary of State



STATE of WASHINGTON SECRETARY of STATE

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

CERTIFICATE OF AMENDMENT

to

CAREER DIRECTIONS NW, LTD.

a Washington

Profit

corporation. Articles of Amendment were

filed for record in this office on the date indicated below.

Amending Shares

U.B.I. Number: 600 455 097

Date: September 28, 1993

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

Ralph Munro, Secretary of State

ssf 58 (5/91)

2-324782-8

"AMENDED" ARTICLES OF INCORPORATION

OF

FILED STATE OF WASHINGTON

RALPH MUNDO

CAREER DIRECTIONS NW, LTD.

The original Articles of Incorporation were amended as follows:

ARTICLE III.

- **3.1 Purposes.** This corporation is organized for the following purposes:
- 3.1.1 To provide vocational rehabilitation services: and,
- **3.1.2** To further engage in any business, trade or activity which may be conducted lawfully by a corporation organized under the Washington Business Corporation Act.

[Adopted September 1, 1993, by shareholder action]

ARTICLE IV.

4.1 Powers. This corporation shall have the authority to engage in any and all such activities as are incidental or conducive to the attainment of the purposes of this corporation and to exercise any and all powers authorized or permitted under the laws that may be now or hereafter applicable or available to this corporation.

[Adopted September 1, 1993, by shareholder action]

ARTICLE V.

- 5.1 Stock Structure Two Classes of Common Stock. The total number of shares of capital stock of all classes which this Corporation has authority to issue is 149 shares, of which 100 shares are Class A Common Stock [full voting rights] with a par value of one dollar (\$1.00) per share, and 49 shares of Class B Common Stock [no voting rights] with no par value.
- **5.2 Rights and Privileges of Class A Common Stock.** The following rights, privileges, and conditions shall attach to the holders of Class A Common Stock:
- **5.2.1** With respect to the election of the board of directors, the holders of Class A Common Stock voting as a separate class shall be entitled to elect a minimum of two (2) voting member of the board of directors irrespective of any other voting rights and

[&]quot;Amended" Articles of Incorporation of Career Directions NW, Ltd.

any statutory provision to the contrary, and subject to the voting rights granted to holders of Class A Stock in the Amended Bylaws.

- **5.2.2** The holders of Class A Common Stock shall be entitled to vote as a separate class on the removal, with or without cause, of any voting director elected by the holders of Class A Common Stock. The holders of Class B Common Stock shall not be entitled to vote as a separate class, or otherwise, on the removal, with or without cause, of any director elected by the holders of Class A Stock.
- **5.2.3** The holders of the Class A Common Stock shall be entitled to vote as separate class on all matters as may be required by law, or by these Amended Articles of Incorporation to be submitted to Class A stockholders holders voting as a separate class.
- **5.2.4** The voting board of director elected by the holders of Class A Common Stock shall be entitled to vote on any issue submitted to the board for action.
- **5.2.5** Any vacancy in the office of a voting director elected by the holders of the Class A Common Stock may be filled by a vote of Class A Common stockholders voting as a separate class.
- 5.2.6 The holders of Class A Common Stock shall be entitled to receive in each year out of the surplus net profits of the corporation a fixed yearly dividend of seventy five per cent (75%) payable as may be authorized by the directors, before any dividend shall be set apart or paid on the Class B Common Stock. The dividends upon the Class A Common Stock shall be cumulative, so that if in or for any year dividends amounting to seventy five per cent (75%) shall not be paid on the Class A Common Stock, the deficiency shall be a charge upon the net earnings of the corporation, and be payable subsequently, before any dividend shall be set apart or paid upon the Class B Common Stock.
- **5.2.7** Per share dividends on the Class B Common Stock also may be declared payable as authorized by the directors, but only out of surplus net profits of the corporation for any fiscal year remaining after the payment of the full yearly dividend on the Class A Common Stock for such year as well as of all dividends previously accrued and remaining unpaid thereon.
- **5.2.8** The holders of Class A Common Stock shall not be entitled to any further dividend or share of profits beyond the cumulative yearly dividend of seventy five per cent (75%); and the holders of Class B Common Stock shall be entitled to receive the per share dividend authroized by the Class A Board of Directors only after the cumulative dividends of seventy five per cent (75%) on the Class A Common Stock shall have been fully paid.
- **5.2.9** In case of the liquidation or the dissolution of the corporation, the holders of the Class A Common Stock shall be entitled to be paid in full the accrued

dividend charge before any amount shall be paid to the holders of Class B Common Stock.

- 5.3 Limited Rights of Class B Common Stock. The holders of Class B Common Stock shall no voting powers except as may be provided by the holders of the Class A Stock and except as follows:
- 5.3.1 With respect to the election of the board of directors, the holders of Class B Common Stock voting as a separate class shall be entitled to elect one non-voting member of the board of directors irrespective of any other voting rights and any statutory provision to the contrary, and subject to the voting rights granted to holders of Class A Stock in these Amended Articles of Incorporation and the Amended Bylaws.
- **5.3.2** The holders of Class B Common Stock shall be entitled to vote as a separate class on the removal, with or without cause, of any non-voting director elected by the holders of Class B Common Stock. The holders of Class B Common Stock shall not be entitled to vote as a separate class, or otherwise, on the removal, with or without cause, of any director elected by the holders of Class A Stock.
- **5.3.3** The holders of the Class B Common Stock shall be entitled to vote as separate classes on such other matters as may be required by law, or by these Amended Articles of Incorporation to be submitted to such holders voting as a separate class.
- **5.3.4** The non-voting board of director elected by the holders of Class B Common Stock shall not be entitled to vote on any issue submitted to the Class A board for action, and shall have only a non-voting, advisory role on the voting board of directors.
- 5.3.5 Any vacancy in the office of a non-voting director elected by the holders of the Class B Common Stock may be filled by a vote of Class B Common Stock holders voting as a separate class, and any vacancy in the office of a director elected by the holders of the Class A Stock shall be filled by a vote of such holders voting as a separate class.
- 5.4 Vacancy in Board of Directors. Any director elected by the board of directors to fill a vacancy shall serve until the next annual meeting of the stockholders. If permitted by the by-laws, the board of directors may increase the number of directors permitted to each class of stock without regard to the rights of the Class B Common Stock shareholders, and any vacancies so created may be filled by the shareholders of each class as provided for above in paragraph Article III of the Amended Bylaws.
- 5.5. Conversion of Class B Common Stock to Class A Common Stock. Each holder of record of Class B Common Stock may, at the option of, and upon the majority vote of the shareholders of 100% of the Class A Common Stock, convert the holder's Class B Common Stock into Class A Common Stock as follows:

- 5.5.1 The Board of directors may fix and determine, to the extent permitted by the Washington Business Corporation Act, the terms and conditions on which Class B Common Stock may be converted into, or exchanged for, shares of Class A Common Stock of the corporation, and the price and rates of exchange and the adjustment at which such shares shall be convertible or exchangeable.
- 5.5.2 The number of Class A Common Stock into which the Class B Common Stock may be converted shall be subject to adjustment from time to time in the event of any capital reorganization, reclassification of the stock of the corporation, consolidation or merger of the corporation with or without another corporation or sale or conveyance of all or substantially all of the assets of the corporation in another corporation or other entity or person.
- 5.5.3 Each Class B Common Stock shall thereafter be convertible into such kind and amount of securities or other assets, or both, as are issueable or distributeable in respect of the number of Class A Common Stock into which each Class B Common Stock is convertible immediately prior to such reorganization, reclassification, consolidation, merger, sale or conveyance.
- 5.5.4 No fraction of Class A Common Stock share shall be issued on conversion of any Class B Common Stock but, in lieu thereof, the corporation shall pay in cash therefor the pro rata fair market value of any such fraction. Such fair market value shall be based on the fair market of such fractional share as determined by the voting members of the board of directors holding Class A Common Stock. Any such determination of fair market value shall be final and binding on the corporation and on each holder of Class B Common or Class A Common Stock.
- 5.5.5 The corporation and the holders of Class A Common Stock shall at all times reserve and keep available out of the authorized Class A Common Stock, solely for the purpose of effecting the conversion of the outstanding Class B Common Stock, such number of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Class B Common Stock. If, at any time, the number of authorized Class A Common Stock shall not be sufficient to effect conversion of the then outstanding Class B Common Stock, the corporation shall take such corporate action as may be necessary to increase the number of authorized and unissued Class A Common Stock to such number as shall be sufficient for such purposes.
- 5.6 Authorization to Board of Directors to Fix Rights and Preferences of Class A and B Common Stock. In any resolution of the board of directors providing for the issuance of Class A or B Common Stock, the board of directors may, subject to any limitations contained elsewhere in these articles of incorporation:
- **5.6.1** Fix a cumulative, participating dividend rate per share of Class A and B Common Stock, with the further understanding that the voting members of the board of directors shall be entitled to decline to fix a dividend rate per share of Class B Common Stock in any year.

- **5.6.2** Fix the date at which a per share dividend, if declared, shall be payable for both Class A and B Common Stock.
- **5.6.3** Establish liquidation and redemption prices for Class A Common Stock. It shall be understood that Class B Common Stock shall have no liquidation or redemption value.
- 5.6.4 Establish the conversion price, if any, at which the Class B Common Stock may be converted or exchanged for shares of Class A Common Stock of the corporation, and the rights, if any, of the holders of such Class B Common Stock to convert.
- **5.6.5** Determine whether or not a fund shall be established for the conversion of Class B Common Stock to Class A Common Stock.
- **5.6.6** Determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any unissued class of stock, including all unissued shares of a particular class of stock.
- **5.6.7** Determine, from time to time, the consideration for any class of stock issued by the corporation.
- 5.7 Redemption of Class A Common Stock. The Class A Common Stock may be redeemed in whole or in part at any date at the option of the voting members of the board of directors on not less than 30 days prior notice to holders of record of Class A Common Stock, published, mailed, and given in such manner and form and on such terms and conditions as may be prescribed by the Amended Bylaws or by resolution of the board of directors. Such stock may be redeemed by payment in cash of one hundred per cent (100%) of value for each share of Class A Common Stock to be redeemed, as well as all accrued unpaid dividends on each such share, all as determined by the voting board of directors.
- 5.8 Fund for Conversion and/or Redemption of Class A and B Common Stock. A fund for the conversion of Class B Common Stock to Class A Common Stock, or the retirement of Class A Common Stock by redemption, may be created by separate agreement. Prior to issuance of stock, a shareholder of either Class A or B Common Stock shall consent to said agreement. The voting members of the board of directors may create the fund out of the earnings of the corporation and its employees, upon agreement and consent of an employee, and credit an account for the conversion or redemption of Class A and/or B Common stock, subject to the following:
- 5.8.1 This fund shall not be used for payment of any dividend on Class A or B Common Stock, nor shall the fund be depleted in any way except for the conversion or retirement of Class A or B Common Stock as set forth in the these Amended Articles and/or a separate agreement created by the voting members of the board of directors.

- **5.9** Payment for Stock. No stock of this corporation shall be issued, transferred or converted to any person who has not paid all indebtedness to the corporation for the purchase of such stock.
- 5.10 Corporation's Option to Purchase and Restrictions on Transfer of Shares of Class A or B Common Stock. The ability of the corporation to purchase outstanding shares of Class A or B Common Stock, and restrictions on the transfer of such stock, shall be set forth in a separate agreement consented to by each shareholder of Class A and B Common Stock.
- 5.11 Authority to Increase Capital Stock. The capital stock authorized may be increased by a majority vote of the stockholders of the corporation at any regular stockholders' meeting or at any special stockholders' meeting called for that purpose, by the adoption of an amendment to these articles.

[Adopted September 1, 1993, by shareholder action]

ARTICLE VI

6.1 No Preemptive Rights. Except as may otherwise be provided by the voting board of directors, no preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

[Adopted September 1, 1993, by shareholder action]

ARTICLE VII

7.1 No Cumulative Voting. At each election for directors, every shareholder entitled to vote at such election for a particular class of stock has the right to vote in person or by proxy the number of shares held by such shareholder for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

[Adopted September 1, 1993, by shareholder action]

ARTICLE VIII

8.1 Bylaws. The voting board of directors shall have the power to adopt, amend or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the Bylaws.

[Adopted September 1, 1993, by shareholder action]

[&]quot;Amended" Articles of Incorporation of Career Directions NW, Ltd.

ARTICLE IX

9.1 Registered Office and Agent. The name of the initial registered agent of this corporation and the address of its initial registered office are as follows:

John Foley 1441 "F" Street Port Townsend, WA, 98368

[Adopted September 1, 1993, by shareholder action]

ARTICLE X

10.1 Directors. The number of directors of this corporation shall be determined in the manner specified by the Bylaws and may be increased or deceased from time to time in the manner provided therein.

[Adopted September 1, 1993, by shareholder action]

ARTICLE XI

11.1 Amendments to Articles of Incorporation. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in any manner now or hereafter permitted by law, and all rights and powers conferred herein on the shareholders and directors of this corporation are subject to this reserved power.

[Adopted September 1, 1993, by shareholder action]

ARTICLE XII

12.1 Incorporator's. The names(s) and address(es) of the incorporator(s) were as follows:

Name

Address

John R. Foley

P.O.Box-912, Port Townsend, WA. 98368

Martha O. Foley

P.O.Box-912, Port Townsend, WA. 98368

[Adopted September 1, 1993, by shareholder action]

[&]quot;Amended" Articles of Incorporation of Career Directions NW, Ltd.

ARTICLE XIII

13.1 Limitation of Director's Liability. A director shall have no liability to the corporation or its shareholders for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for conduct violating RCW 23B.08.310, or 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 Business Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Business Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

[Adopted September 1, 1993, by shareholder action]

ARTICLE XIV

14.1 Indemnification of Directors and Officers. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or. while a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation or a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or hers heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking and indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in

[&]quot;Amended" Articles of Incorporation of Career Directions NW, Ltd.

defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

- 14.2 Right of Claimant to Bring Suit. If a claim under Section 14.1 of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the corporation (including its board of directors, independent legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification of or reimbursement of advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors, independent legal counsel or its shareholders) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.
- 14.3 Nonexclusivity of Rights. The right of indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.
- 14.4 Insurance, Contracts and Funding. The corporation may maintain insurance, at its expense, to protect itself and any director, trustee, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act. The corporation may, without further shareholder action, enter into contracts with any director or officer of the corporation in furtherance of the provisions of the Article and may create a trust fund, grant a security interest or use other

means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

[Adopted September 1, 1993, by shareholder action]

14.5 Indemnification of Employees and Agents of the Corporation. The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporations or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act or otherwise.

[Adopted September 1, 1993, by shareholder action]

ARTICLE XV

15.1 Transactions with Interested Shareholders. This corporation elects to be covered by the provisions of the Washington Business Corporation Act concerning transactions with interested shareholders, as therein defined, whether or not this corporation may at times have fewer than three hundred (300) holders of record of its shares.

[Adopted September 1, 1993, by shareholder action]

ARTICLE XVI

- 16.1 Paragraph Headings. The paragraph headings in this document are for the convenience only, they form no part of this document and shall not affect its interpretation.
- 16.2 Gender, Etc. Words used herein, regardless of the number and gender specifically used, shall be deemed and construed to include any other number, singular or plural, and any other gender, masculine, feminine or neuter, as the context requires.

[Adopted September 1, 1993, by shareholder action]

The undersigned person, of the age of eighteen years or more, as incorporator of this corporation under the Washington Business Corporation Act, adopts these Articles of Incorporation.

Dated: September 1, 1993.

John R. Foley, Incorporator

"Amended" Articles of Incorporation of Career Directions NW, Ltd.

CONSENT TO SERVE AS REGISTERED AGENT

I, John R. Foley, hereby consent to serve as Registered Agent, in the State of Washington, for the following corporation, Career Directions, NW, Ltd. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

Dated: September 1, 1993.

John R. Foley Registered Agent

1441 "F" Street

Port Townsend, WA. 98368

Amended Articles of Incorporation

signed by:

John Foley, President

Career Directions MW, LTD

Each of the above amendments was duly approved by shareholder action in accordance with the provisions of RCW 23B.10.030 and RCW 23B.10.040.

[&]quot;Amended" Articles of Incorporation of Career Directions NW, Ltd.

The State of Washington

Secretary of State

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF AMENDMENT

of

CAREER DIRECTIONS NOW, LTD.

CHANGING NAME TO BD&K SERVICES CORPORATION

as filed in this office on December 1, 2005.

Date: February 7, 2006

STATE ON WASHINGTON TO THE PROPERTY OF THE PRO

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

Sam Reed, Secretary of State



ARTICLES OF AMENDMENT WASHINGTON PROFIT CORPORATION

FILED

SECRETARY OF STATE

PRIME OF SECRETARY OF S Sign, data and return original AND ONE COPY to: SAM REED

FEE: \$30

CORPORATIONS DIVISION 801 CAPITOL WAY SOUTH • PO BOX 40734 December 1, 2005 CLYMPIA, WA 98504-0234

D (24-HOUR) ARRIMER AVINCARLE - 520 PER ENTITY RE FEE AND VIETTE "EXPEDITION IN SOLID LETTERA CAN OUTSURE OF EPHRELINE

BE SURE TO INCLUDE FILING FEE. Checks should be made payable to "Secretary of Blate"	FLED:	,	j	

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John R. Foley		-	 623.680.3818	

AMENDMENT TO ARTICLES OF INCORPORATION

NAME OF DORPORAT	ION (As ourrently recorded with the Office of the S	Secretary of State)		
_	ections NW, Ltd.	,		
LIBI NUMBER	CORPORATION NUMBER (If known) AMENDMENTS TO ARTICLES OF INCORPORATION WERE ADDP			
600 455 097		Date: November 27, 2005		
EFFECTIVE DATE	(Specified affective date may be up to 30 days	s AFTER receipt of the document by the Secretary of State)		
OF ARTICLES OF AMENDMENT	Specific Date:	☐ Upon filing by the Secretary of State		
ARTICLES OF AMEND	MENT WERE ADOPTED BY (Places chara DNE	of the following)		
Board of Dir	 Shareholders action was not required ectors. Shareholders action was not require ad shareholder action in accordance with Ch 			
	if amendment provides for an exchange, ractes:	s OF INCORPORATION ARE AS FOLLOMS ellication, or cercellation of issued shares, provisions for Il recossery, altach editional energyments or information		
Article 1 is	amended as follows:	and the second s		
	The name of the corportion s	shall be BD&K Services Corporation.		

		
SIGNATURE OF OFFICER		
This chacument is hereby expected un	der penaltics of parjury, and is, to the best of any it	nowledge, true and equest.
Toka Wylle	John R. Foley	11/29/05
Signature of Officer	Printed Name	Date
INFORMATIO	AND ASSISTANCE - 200/763-7118	TDO 960/753-1406\