



200808290140
Skagit County Auditor

8/29/2008 Page 1 of 6 4:02PM

After Recording Return To:

PORT OF SKAGIT COUNTY
P.O. BOX 348
BURLINGTON, WA 98233

ASSIGNMENT OF LEASE AND CONSENT THERETO

DATED THIS 12th DAY OF August 2008

Reference number(s) of document(s) assigned or released:

Assessor's Parcel/Tax ID Numbers: 8071-000-004-0000/P123356; 8071-000-007-0000/P123359;
8071-000-008-0000/P123360; 8071-000-009-0000/P123361; 8071-000-010-0000/P123362

A. RECITALS

WHEREAS, the PORT OF SKAGIT COUNTY, a Washington municipal corporation, ("Lessor"), and MARTYN AVIATION, LLC., a Washington limited liability company, ("Lessee"), entered into a Lease Agreement, dated July 15, 2003 ("Initial Lease"), concerning property described as Lot 80 of the Amended Skagit Regional Airport Binding Site Plan, Phase I, recorded under Skagit County Auditor's File Number 2003004030, initially consisting of 73,152 square feet of land; and

WHEREAS, the parties entered into an Assignment to Lease with Consent Thereto, First Amendment Thereof and Partial Personal Guarantee, dated June 22, 2004, assigning the Initial Lease to BAYVIEW EXECUTIVE HANGARS, LLC, ("Lessee"), a Washington limited liability company ("Lessee"); and

WHEREAS, the Initial Lease was amended by a Second Amendment to Lease Agreement dated November 16, 2004; and

WHEREAS, the Initial Lease was amended by a Third Amendment to Lease Agreement dated February 21, 2006; and

WHEREAS, the parties entered into a Restated Lease Agreement, dated July 1, 2007;
and

WHEREAS, the parties entered into a Restated Lease Agreement, dated September 1,
2007; and

WHEREAS, the parties entered into a Restated Lease Agreement, dated October 1,
2007; and

WHEREAS, the parties entered into a Restated Lease Agreement, dated March 1, 2008;
and

WHEREAS, the parties entered into a Restated Lease Agreement, dated July 1, 2008;
and

**NOW, THEREFORE, BASED ON THE FORGOING, THE PARTIES NOW ACT
AND AGREE AS FOLLOWS:**

B. ASSIGNMENT

FOR VALUE RECEIVED: (1) Assignor, hereby grants, bargains, sells, assigns, transfers and delivers unto Assignee, Assignor's interest in the Lease; and (2) Assignee hereby agrees to accept assignment of the Lease.

C. CONSENT

Lessor hereby consents to the forgoing Assignment of the Lease subject to and contingent upon compliance with the following agreements and conditions:

1. Assignee hereby unconditionally: (a) assumes all of Assignor's obligations contained in the Lease; and (b) accepts, and agrees and covenants to comply with, and guarantees performance and fulfillment of, all the terms and conditions contained in the Lease.

2. Assignor hereby agrees to comply with all its financial obligations as Lessee incurred to the Lessor through the date of assignment or as thereafter may be determined to have been incurred prior to the date of assignment.

3. A determination by the Lessor, at its sole discretion, that: (a) Assignee is financially responsible to meet Lessee's financial obligations pursuant to the Lease.

4. The Assignee hereby agrees that all notices and payments hereunder may be delivered or mailed as set forth herein. If delivered by messenger, courier (including overnight air courier) or facsimile transmittal, the same shall be deemed delivered when received at the street addresses or facsimile numbers listed below. Lessor shall have no obligation to deliver

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ASSIGNOR: BAYVIEW EXECUTIVE HANGARS, LLC.
ASSIGNEE: BT & D CONSTRUCTION COMPANY, INC.

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any notice to Assignor. All notices and payments mailed, whether sent by regular post or by certified or registered mail, shall be deemed to have been given on the second business day following the date of mailing, if properly mailed to the mailing addresses provided below, and shall be conclusive evidence of the date of mailing. The parties may designate new or additional addresses for mail or delivery by providing notice to the other party as provided in this section.

To Lessor: Street Address:
Port of Skagit County
15400 Airport Drive
Burlington, WA 98233
Phone No.: (360) 757-0011

Mailing Address:
Port of Skagit County
P. O. Box 348
Burlington, WA 98233

To Assignee: Street Address:
BT & D Construction Company, Inc.
c/o Brian Hofferth, Registerd Agent
5503 Vale Street
Anacortes, WA 98221
Phone No.: (360) 293-3654

Mailing Address:
Same as Street Address

The signature of Assignor hereinafter made constitutes evidence of Assignor's acceptance of the terms and conditions herein stated as set forth in paragraph C above. The signature of the Assignee hereinafter made constitutes evidence of Assignee's acceptance of the terms and conditions herein stated and agreement to comply with the matters referenced in the paragraph C above and Assignee's guarantee of the performance and fulfillment of the obligations in the Lease.

ASSIGNOR:
BAYVIEW EXECUTIVE HANGARS, LLC.

ASSIGNEE:
BT&D CONSTRUCTION COMPANY,
INC.

By: Brian Hofferth

By: Brian Hofferth

Its: Manager

Its: President / Agent

Date: 8/6/08

Date: 8/6/08

SKAGIT COUNTY WASHINGTON
REAL ESTATE EXCISE TAX

AUG 29 2008
Amount Paid
Skagit Co. Treasurer
Depot
KH

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ASSIGNEE: BT & D CONSTRUCTION COMPANY, INC.

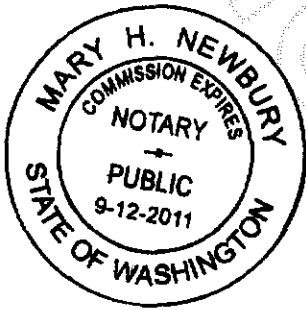


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STATE OF WASHINGTON)
) ss.
COUNTY OF SKAGIT)

On this 6 day of August 2008, before me, the undersigned, a Notary Public in and for the state of Washington, duly commissioned and sworn, personally appeared Brian Hofferth, to me known to be manager of Bayview Executive Hangars, LLC the limited liability company that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute the said instrument.

Witness my hand and official seal hereto affixed the say and year first above written.

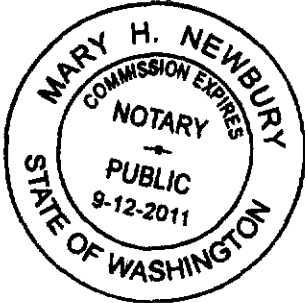


Mary H. Newbury
Notary Public in and for the state of
Washington, residing at mt Vernon, WA
My commission expires: 9-12-2011
Printed Name: MARY H. NEWBURY

STATE OF WASHINGTON)
) ss.
COUNTY OF SKAGIT)

On this 6 day of August, 2008, before me, the undersigned, a Notary Public in and for the state of Washington, duly commissioned and sworn, personally appeared Brian Hofferth to me known to be the agent of BT & D CONSTRUCTION COMPANY, INC that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they/he/she is/are authorized to execute the said instrument.

Witness my hand and official seal hereto affixed the say and year first above written.



Mary H. Newbury
Notary Public in and for the state of
Washington, residing at mt Vernon, WA
My commission expires: 9-12-2011
Printed Name: MARY H. NEWBURY

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ASSIGNEE: BT & D CONSTRUCTION COMPANY, INC.

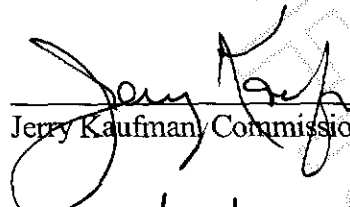


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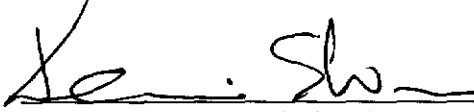
CONSENT TO ASSIGNMENT

The Lessor hereby consents to the assignment of the above-referenced Lease, on the conditions hereinbefore set forth.

PORT OF SKAGIT COUNTY



Jerry Kaufman, Commission President
8/12/08



Kevin Ware, Commission Secretary
8/12/08

Date


Date

STATE OF WASHINGTON)
) ss.
COUNTY OF SKAGIT)

On this 12th day of August 2008 before me, the undersigned, a Notary Public in and for the state of Washington, duly commissioned and sworn, personally appeared Jerry Kaufman and Kevin Ware, to me known to be the president and secretary, respectively of the Port Commission of the Port of Skagit County, a municipal corporation, the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument.

Witness my hand and official seal hereto affixed the day and year first above written.





Notary Public in and for the state of
Washington, residing at Burlington WA
My commission expires: 10-23-10

Printed Name: Deborah D. Hamilton

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ASSIGNEE: BT & D CONSTRUCTION COMPANY, INC.



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ARTICLES OF INCORPORATION
RCW 23B.02.020

UBI #: 601873645
Phone #: (360) 293-3654

Pursuant to RCW 23B.02.020 of the Washington Business Corporation Act, the undersigned does hereby submit these Articles of Incorporation.

1. The name of the corporation is: BT & D Construction Company, Inc.
(Note: The corporate name shown above must contain the word "Corporation," "Incorporated," "Company," or "Limited" or the abbreviation "Corp.," "Inc.," "Co.," or "Ltd.")

2. The number of shares the corporation is authorized to issue: 100
(A minimum of one (1) share must be listed.)

2a. These shares shall be (check only one box)
[] all of one class, designated as common stock
[X] divided into classes or series within a class as provided in the attached schedule, with the information required by RCW 23B.06.010 and RCW 23B.06.020.

3. The name of the initial registered agent is: Brian K. Hofferth

3a. The initial registered office of the corporation, which is identical to the business office of the registered agent in Washington, is:

Number and Street 5503 Vale Street
City Anacortes, WA Zip Code 98221

3b. (OPTIONAL) The post office box address, located in the same city as the physical office address, is:

PO Box # City, WA Zip Code

4. CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Brian K. Hofferth hereby consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand that as agent for the corporation, it will be my responsibility to accept Service of Process on behalf of the corporation; to forward license renewals and other 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.

[Signature]
(Signature of Registered Agent)

Brian K. Hofferth, Incorporator
(Print Name and Title)

