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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF

CENTER FOR INNOVATION IN PROJECT & PRODUCTION MANAGEMENT, INC.

1. **Introduction.** The undersigned, desiring to form a nonprofit corporation under the provisions of Idaho Code §30-3 *et seq.*, does hereby adopt these Articles of Incorporation.
2. **Name of Corporation.** The name of the corporation is Center for Innovation in Project & Production Management, Inc. ("Corporation").
3. **Purposes and Powers.** The objects and purposes of the Corporation, and the powers it shall have and may exercise, are as follows:
  - 3.1 As general and controlling purposes, to conduct and carry on its work, not for profit, but exclusively for charitable, scientific, literary, religious, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") in such a manner (i) that no part of its income or property shall inure to the private benefit of any donor, director, or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered, (ii) that it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office, and (iii) that no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation.
  - 3.2 As a particular purpose in furtherance of, consistent with, and subject to the general and controlling purposes set forth in Paragraph 3.1 above, to reform the management of production in design, engineering, and construction for capital facilities. The services of the Corporation shall be provided without regard to race, ethnicity, religion, or sex.
  - 3.3 To do any and all things, consistent with the provisions of these Articles, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized as stated in these Articles, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 30-3 of the Idaho Code, or any other applicable law or statute of the State of Idaho, or Section 501(c)(3) of the Code.
4. **Duration.** The Corporation shall have a perpetual duration unless sooner dissolved by its members.

IDAHO SECRETARY OF STATE  
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5. **Board of Directors.**

- 5.1 The business and affairs of the Corporation shall be governed by a Board of Directors. The number of Directors of this Corporation shall be fixed from time to time by the Bylaws of the Corporation. The names and mailing addresses of the persons who are to serve as initial directors until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Chuck Greco	3900 Essex Lane, Suite 1200 Houston, Texas 77027
William A. Lichtig	2150 River Plaza Drive, Suite 255, Sacramento, California 95833
Victor Sanvido	7390 Lincoln Way Garden Grove, California 92841

6. **No Members.** The Corporation does not have voting members.
7. **Initial Registered Office and Agent.** The address of the initial registered office of the Corporation is 105 S. 6<sup>th</sup>, Suite A, Coeur D'Alene, Idaho 83814, Kootenai County, and the name of the initial registered agent at such address is All Day \$49 Idaho Registered Agent, LLC.
8. **Mailing Address.** The mailing address of the Corporation is P.O. Box 1003, Ketchum, Idaho 83340.
9. **Distribution of Assets upon Dissolution.** If, at any time, this Corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:
- 9.1 All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefor;
- 9.2 All the remaining assets shall be distributed to nonprofit corporations exempt from federal income tax under Section 501(c)(3) of the Code as determined by the Board of Directors of the Corporation at the time of dissolution.

10. **Incorporator.** The name and mailing address of the incorporator of the Corporation is as follows: Richard S. Bayer, 3604 Cedar Springs Road, Apartment 122, Dallas, Texas 75219.

I declare under penalty of perjury under the laws of Idaho that the foregoing is true and correct.

**Richard S. Bayer**

  
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(Signature of Incorporator)  
June 1, 2012  
\_\_\_\_\_  
(Date)

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