

State of Idaho

Department of State

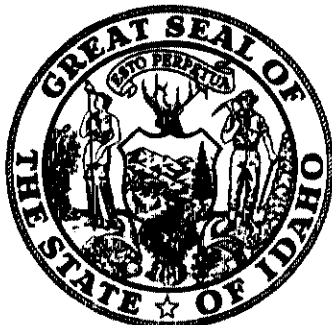
CERTIFICATE OF INCORPORATION OF

PINNACLE ENGINEERS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 6, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

Jul 6 11 37 AM '93
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

Jul 29 2 40 PM '93
SECRETARY OF STATE

PINNACLE ENGINEERS, INC.

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code, as now existing or hereafter amended and supplemented (the "Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Pinnacle Engineers, Inc.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other law or by these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares, of one class only. The par value of each share is \$1.00.

ARTICLE V. NO CUMULATIVE VOTING

Each share of capital stock shall be entitled to one (1) vote on all matters requiring the vote of shareholders of the Corporation. Shareholders of the Corporation shall have no right to cumulate their votes for the election of directors.

ARTICLE VI. PREEMPTIVE RIGHTS

No shareholders of the Corporation shall have preemptive and preferential rights of subscription of any shares of stock of the Corporation, whether now or hereafter authorized,

or to any securities convertible into such shares or carry a right to subscribe or acquire shares.

ARTICLE VII. REDEMPTION

The Corporation shall have the right to purchase, redeem, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, and purchases or redemptions of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted capital surplus available therefor.

ARTICLE VIII. DISTRIBUTION FROM CAPITAL SURPLUS

When and as determined by the Board of Directors, the Corporation may, from time to time, distribute to its shareholders out of capital surplus of the Corporation a portion of its assets in cash or property.

ARTICLE IX. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 5303 Valle Grande, Meridian, Idaho 83642, and the name of its initial registered agent at that office is Brian D. Smith

ARTICLE X. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of directors constituting the initial Board of Directors is three, and the name and address of the persons who are to serve as Directors until the first annual meeting of the shareholders and until their successors shall have been elected and qualified is:

<u>Name</u>	<u>Address</u>
Brian D. Smith	5303 Valle Grande Meridian, Idaho 83642
David A. Bailey	959A Coral Ave Pearl City, Hawaii 96782
Matthew A. Weingart	5563 Blossom Dale Drive San Jose, CA 95124

ARTICLE XI. LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for

liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) provided for under section 30-1-48 of the Act; or (iv) for any transaction from which the director derived an improper personal benefit. If, after approval of this Article XI by the stockholders, the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. This Article XI shall not eliminate or limit the liability of a director for any act or omission which occurred prior to the effective date of its adoption. Any repeal or modification of this Article XI by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XII. INCORPORATORS

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Brian D. Smith	5303 Valle Grande Meridian, Idaho 83642

DATED this 28TH day of JULY, 1993.



Brian D. Smith
Incorporator

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STATE OF IDAHO

BOARD OF PROFESSIONAL ENGINEERS AND PROFESSIONAL LAND SURVEYORS

600 SOUTH ORCHARD, SUITE A
BOISE, IDAHO 83705
(208) 334-3860

July 30, 1993

AM
STATE OF IDAHO
24 PM '93

Secretary of State
Statehouse Mail
Boise, Idaho 83720

Attn: Sally T. Clark

Dear Ms. Clark:

Pursuant to Idaho Code 54-1235, this is to notify you that Pinnacle Engineers, Inc., 5303 Valle Grande, Meridian, ID 83642 is eligible to receive a Certificate of Authorization to practice professional engineering/land surveying in the State of Idaho as a corporation. Pending their filing with your office, the Board will consider the application at its next meeting.

Sincerely,

A handwritten signature in cursive script, appearing to read "David L. Curtis".

David L. Curtis, P.E.
Executive Secretary

DLC:lab

cc: Pinnacle Engineers, Inc.