

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**LOMBARD AND CONRAD, ARCHITECTS P.A.**

was filed in the office of the Secretary of State on the **28th** day of **December** A.D., One Thousand Nine Hundred **seventy-three** and ~~will be~~ <sup>will be</sup> duly recorded on ~~Film No. microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **28th** day of **December**, A.D., 19 **73**.

Pete T. Cenarrusa  
Secretary of State.

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Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
LOMBARD AND CONRAD, ARCHITECTS P.A.

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The undersigned have voluntarily associated for the purpose of forming a professional service corporation under the laws of the State of Idaho, and do hereby certify:

ARTICLE I

NAME

The name of the corporation is

LOMBARD AND CONRAD, ARCHITECTS P.A.

ARTICLE II

PURPOSE

The general nature of the business to be transacted by the corporation shall be and is to engage in every aspect of the general practice of architecture.

The professional services involved in the corporation's practice of said profession may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice said profession in the State of Idaho.

This corporation shall not engage in any business other than the practice of said profession. However, this corporation may invest its funds in real estate, mortgages, stocks, bonds, and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE III

OFFICE

The registered office of this corporation and the principal place for transaction of its business is hereby designated as Boise, Idaho.

ARTICLE IV

DURATION

This corporation shall have perpetual existence.

ARTICLE V

CAPITAL STOCK

The amount of the capital stock of this corporation is \$10,000.00, divided into 10,000 shares, having a par value of \$1.00 per share.

## ARTICLE VI

### DIRECTORS

The number of directors of this corporation shall be as provided by the By-Laws, and initially this corporation shall have a board of four directors.

## ARTICLE VII

### STOCKHOLDERS

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice said profession in the State of Idaho and who are employees, officers or agents of this corporation. In the event a stockholder:

(a) becomes disqualified to practice said profession in this state, or

(b) is elected to a public office or accepts employment, that pursuant to law places restrictions or limitations upon his continued rendering of professional services, or

(c) ceases to be an employee, officer or agent of the corporation, or

(d) sells, transfers, hypothecates or pledges, or attempts to transfer, sell, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles, or the By-Laws of this corporation, or

(e) suffers an execution to be levied upon his stock, or such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder,

then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately cancelled by this corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payment for the value of such stock, which said value shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The stockholder whose stock so becomes forfeited and is cancelled by the corporation shall forthwith cease to be an employee, officer, director or agent of the corporation and except to receive payment for his stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in this corporation.

## ARTICLE VIII

### DEATH OF STOCKHOLDER

Upon the death of a stockholder, his stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the By-Laws of this corporation, in a manner consistent with law and these Articles.

## ARTICLE IX

### SALE OF STOCK

No stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice said profession in the State of Idaho and then only after the proposed sale or transfer shall have been first approved, at a stockholders' meeting specially called for that purpose, by such proportion, not less than a majority, of the outstanding stock, excluding the shares of stock proposed to be sold or transferred, as may be provided from time to time in the By-Laws. In such stockholders' meeting the shares of stock proposed to be sold or transferred may not be voted or counted for any purpose.

The corporation's shareholders are specifically authorized from time to time to adopt By-Laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

## ARTICLE X

### REGULATION OF BUSINESS

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The corporation shall have such officers as from time to time may be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

3. No contract or other transaction between the corporation and any other firm, association or corporation shall be

affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

#### ARTICLE XI

##### SUBSCRIBERS

The amount of the capital stock actually subscribed is four shares by the persons whose residences and the amount subscribed are herein set forth:

Ernest J. Lombard                      One Share

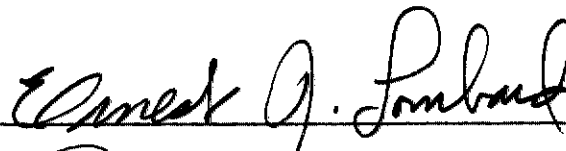
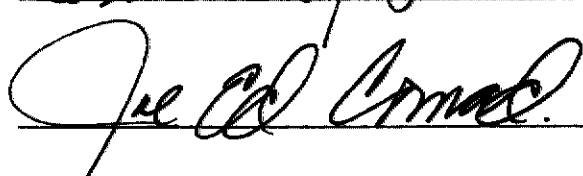
Joe Ed Conrad                          One Share

#### ARTICLE XII

##### AMENDMENTS

This corporation reserves the right to amend, alter, change, or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, Each subscriber has signed these Articles of Incorporation.

  
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STATE OF IDAHO )  
                  ) ss.  
County of Ada )

On this 26 day of December, 1973, before me, the undersigned, a Notary Public in and for State, personally appeared ERNEST J. LOMBARD, and JOE ED CONRAD, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Beverly Durmies  
Notary Public for Idaho  
Residing at Boise, Idaho