



CERTIFICATE OF INCORPORATION  
OF

~~J.P. STRAVENS/PLANNING ASSOCIATES, INC.~~

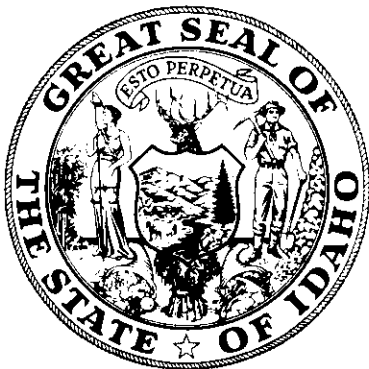
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

~~J.P. STRAVENS/PLANNING ASSOCIATES, INC.~~

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: *December 14, 1981*



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

of

J.P. STRAVENS/PLANNING ASSOCIATES, INC.

ARTICLE I

NAME

The name of the corporation is J.P. STRAVENS/PLANNING ASSOCIATES, INC.

ARTICLE II

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation in the State of Idaho is at 923 Sherman Avenue, Coeur d' Alene, Idaho, in Kootenai County. The registered agent at this address is Mr. Starr Kelso.

ARTICLE III

DURATION

The corporation shall have perpetual existence.

ARTICLE IV

PURPOSES

The purposes for which this corporation is organized are:

- (a) Assist government entities in the preparation and/or administration of regulatory ordinances; develop comprehensive plans for communities or special use areas; conduct workshops and seminars for boards, committees, commissions, and other decision makers; analyze population trends; research the utilization of solid waste management facilities; project community growth needs; manage public participation programs; develop implementation systems for local governments; assess the economic impact of growth; assess the environmental impacts of development; lobby and represent elected officials; inventory transportation systems; prepare park development plans; develop street numbering and naming systems; develop capital improvement programs;
- (b) Develop master plans for housing sites; prepare market analysis for development projects; plan subdivisions for residential,

commercial, or industrial use; prepare project feasibility studies; design mobile home parks; prepare environmental assessments; process development permits through government entities; manage construction projects;

(c) Improve regulation ordinances for government entities; develop comprehensive plans for your community; analyze population trends; project a community's growth needs; develop methods for coordinating agency work programs; develop implementation systems for local governments; assess the economic impact of growth; analyze proposed school sites to improve site selection; design a geo-coding system for retrieving information; assess the environmental impacts of development; inventory transportation systems; prepare park development plans; improve street numbering and naming systems; develop capital improvement programs.

## ARTICLE V

### POWERS

The corporation may exercise any powers without limitation whatsoever, which a corporation may legally exercise under the General Business Corporations Act, Title 30, Idaho Code, under which this corporation is formed.

## ARTICLE VI

### CAPITAL STOCK

#### SECTION 1- AUTHORIZED SHARES:

The total number shares which this corporation is authorized to issue is EIGHT THOUSAND (8,000) shares of common stock of ONE DOLLAR (\$1.00) par value.

#### SECTION 2- VOTING RIGHTS OF SHAREHOLDERS:

At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one (1) candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of

such candidates.

SECTION 3- CONSIDERATION FOR SHARES:

The shares of stock shall be issued for such consideration but not less than the par value thereof, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be non-assessable.

ARTICLE VII

MANAGEMENT

For the management of the business, and for the conduct of the affairs of the corporation, and for the further definition, limitation and regulation of the powers of the corporation and its Directors and stockholders, it is further provided:

SECTION 1- SIZE OF BOARD OF DIRECTORS:

The initial Board of Directors shall consist of members whose names and addresses are as follows:

J.P. STRAVENS  
S. 3995 Yellowstone  
Coeur d' Alene, ID 83814

Such number may from time to time be increased or decreased in such manner as prescribed by the By-Laws.

SECTION 2- POWERS OF BOARD OF DIRECTORS:

In furtherance of, and not in limitation of, the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend, and repeal the By-Laws, subject to repeal or change by action of the shareholders;

(b) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more Directors, which to the extent permitted by law and

authorized by the resolution of the By-Laws, shall have and may exercise the powers of the Board;

(c) In addition to the powers and authority herein before, or by stature, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such things as may be exercised or done by the corporation, subject nevertheless, to the provisions of the laws of the State of Idaho, of these Articles of Incorporation, and of the By-Laws of the corporation.

ARTICLE VIII

INCORPORATORS

The following person is the Incorporator of the corporation:

J.P. STRAVENS  
S. 3995 Yellowstone  
Coeur d' Alene, ID 83814

ARTICLE IX

AMENDMENT OF ARTICLES

The provisions of these Articles of Incorporation may be amended, altered, or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Idaho, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the Directors, officers, and stockholders, are granted subject to this reservation.

SIGNED

  
J.P. STRAVENS  
INCORPORATOR

STATE OF IDAHO            )  
                                  )ss.  
County of Kootenai    )

On this 7 day of December, 1981, before me a notary public for said State, personally appeared J.P. STRAVENS, known to me to be the person whose name is subscribed to the above ARTICLES OF INCORPORATION, and acknowledged to me that he executed the same.

  
NOTARY PUBLIC FOR IDAHO  
Residing at Coeur d' Alene