

FILED EFFECTIVE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THOMPSON ENGINEERING, INC.

2006 MAY -3 AM 9:09

SECRETARY OF STATE
STATE OF IDAHO

We, the undersigned, natural persons over the age of 18 years who are all citizens of the United States of America, residents of the State of Idaho, in order to form a Corporation for the purposes hereinafter stated, pursuant to the General Business Corporations Act of the State of Idaho, Idaho Code Title 30 Chapter 1, do hereby certify as follows:

1. NAME: The name of the corporation is THOMPSON ENGINEERING, INC.

2. PURPOSES: The purpose or purposes for which the Corporation is formed are as follows:

To engage in and carry on the practice of a Professional Engineering consulting service; to carry on such practice only through officers, employees, and agents who are duly licensed and authorized to render professional engineering services as provided by the laws of the State of Idaho, (Idaho Code Title 54, Chapter 12) or provided said persons are agents who practice engineering or within the exemptions enumerated in Idaho Code Title 54 Chapter 12 Section 54-1223.

In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of it's properties. In general, said corporation may do anything permissible for a corporation under the General Business Corporations Act of the State of Idaho.

In particular, the purposes of the Corporation Shall include the following:

(a) To conduct a general advertising business and to advertise the services of the Corporation.

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(b) To use, convey, mortgage, sell, or own real property and/or personal property and to mortgage, hypothecate, or sell the same.

(c) To own, operate, and sell automobiles, and other motor vehicles of all kinds.

(d) To promote or assist financially, or otherwise, corporations, syndicates, partnerships, individuals, or associations of all kinds and to give any guarantee in connection therewith for the payment of money or for the performance of any obligation or undertaking.

(e) To lend money or credit to and to aid in any other manner any person, firm, voluntary association, trust, joint-stock company or association or corporation of which any obligation or in which any interest is held by this corporation or in the affairs or prosperity of which this corporation has a lawful interest.

(f) To construct buildings or other real property or to erect buildings to own, manage, operate, and lease buildings.

(g) To devise, formulate, and conduct business research, business studies, and tests and to consult in any capacity for private or public corporations or entities regarding land-use planning, zoning, urban planning, sewage and waste disposal, or related activities.

(h) To buy, sell, own, and deal in all types of bonds, securities, and other properties of all kinds including real estate on its own account for commission in the United States and elsewhere.

3. POWERS: The Corporation is hereby given all powers available under the Idaho General Business Corporations Act and in particular all powers to carry on the purposes of the corporation as heretofore set forth.

4. OFFICE: The location of the office is 215 Farnsworth Way, Rigby, ID 83442.

The post office address of the first registered office is PO Box 55, Rigby, ID 83442.

5. PERPETUAL EXISTENCE: The Corporation is to have perpetual existence.

6. AUTHORIZED CAPITAL STOCK: The aggregate number of shares which the corporation shall have authority to issue is Fifty Thousand (50,000) shares of common stock, each having a par value of one (\$1.00) Dollar per share. The capital stock of this corporation shall be non-assessable.

7. LIMITED LIABILITY: The private property of the stockholders of this corporation shall not be subject to the payment of the corporation debts to any extent whatsoever.

8. VOTING: Each shareholder of record shall have one (1) vote for each share of stock standing in his name on the books of the corporation.

9. INCORPORATORS: The name and place of residence of each incorporator and the number of shares subscribed by him are as follows:

KEVIN THOMPSON	3843 E 392 N Rigby, ID 83442	3500 Shares
JOHN THOMPSON	154 E. Main Rigby, ID 83442	500 Shares
BRANDON THOMPSON	154 E. Main Rigby, ID 83442	500 Shares
JAMES THOMPSON	4229 East 653 North Rigby, ID 83442	500 Shares

10. Approval is by the shareholders on April 6, 2006.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on triplicate originals this 6th day of April, 2006.

Kevin L. Thompson

James M. Thompson

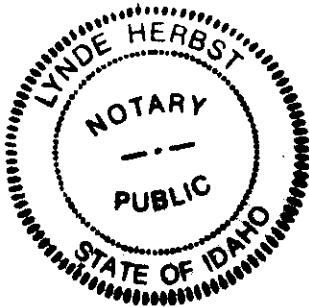
John W. Thompson

Brandon R. Thompson

STATE OF IDAHO)
) ss.
County of Jefferson)

On this 6th day of April, 2006, before me, the undersigned, a Notary Public in and for said State, personally appeared KEVIN THOMPSON, JOHN THOMPSON, BRANDON THOMPSON and JAMES THOMPSON, known to me to be the persons whose names are subscribed to the foregoing instrument, 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 first above written.



Lynde Herbst
Notary Public for Idaho
Residing at Jefferson County
My commission Expires: 03-18-2011