



CERTIFICATE OF INCORPORATION  
OF

TOOTHMAN-ORTON ENGINEERING COMPANY

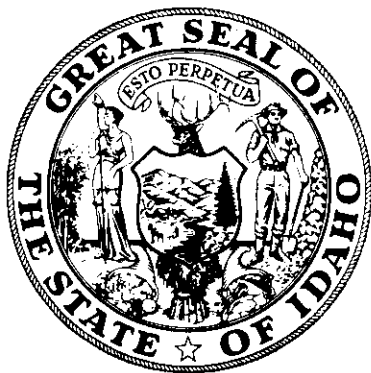
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

TOOTHMAN-ORTON ENGINEERING COMPANY

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: October 4, 1984



SECRETARY OF STATE

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

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ARTICLES OF INCORPORATION

of

SECRETARY OF  
STATE

TOOTHMAN-ORTON ENGINEERING COMPANY

We, the undersigned, each of whom is a bona fide resident of the State of Idaho, of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and pursuant thereto certify as follows:

Article I

The name of this corporation shall be Toothman-Orton Engineering Company.

Article II

Said corporation shall have perpetual existence.

Article III

The objects and purposes for which this corporation is formed are: As principal, agent or otherwise, to do in any part of the world any and all of the matters and exercise any and all of the authority and powers granted or permitted under the laws of the State of Idaho to the same extent as natural persons might or could do. In furtherance thereof, we expressly provide that this corporation shall have power to engage in any professional or other lawful business, perform any act, or do any other thing and exercise any and all of the powers conferred upon a corporation by the laws of the State of Idaho to the same extent as natural persons might or could do.

Article IV

The principal place of business and registered office of this corporation and the principal place for the transaction

of its business is initially located at 1802 N. 33rd Street, Boise, Ada County, Idaho. The principal place of business may be relocated and other office or offices established by the board of directors.

#### Article V

The name of the initial registered agent of this corporation is Richard F. Orton, Jr. and his address is 1802 N. 33rd Street, Boise, Ada County, Idaho.

#### Article VI

The number of directors of this corporation shall be not less than two (2) and no more than five (5) in number. The initial board of directors shall consist of the two incorporators, hereinafter named, and the number of directors may be increased or decreased from time to time as provided in the By-Laws of this corporation. In the absence of a By-Law providing for the number of directors the number of directors shall be two or as otherwise provided in the Articles of Incorporation or amendments thereto.

#### Article VII

The total number of shares of authorized stock of this corporation is 10,000 shares of common capital stock without par value.

Each share of common capital stock shall be entitled to one vote and to participate in dividends declared on common stock all stock issued shall be full paid and non-assessable.

Stockholders shall not have preemptive rights to acquire unissued or treasury shares of stock or securities convertible into such shares or carrying a right to subscribe to or acquire such shares.

The authorized capitalization of this corporation may be increased or decreased from time to time as provided in the laws of the State of Idaho.

### Article VIII

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

### Article IX

In furtherance, and not in limitation, of the powers conferred by the statutes of Idaho the board of directors of this corporation is expressly authorized:

(a) To repeal or amend the By-Laws of the corporation and to adopt new By-Laws;

(b) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for lawful purposes or to use such reserves as allowed under the laws of the State of Idaho;

(c) To designate two or more of the directors as an executive committee which, to the extent provided in such resolution and the laws of the State of Idaho, shall have and exercise the authority of the board of directors in the management of the business of the corporation;

(d) When there is authorized by the affirmative vote of the holders of a majority of the stock of this corporation issued and outstanding having voting power given at a shareholder's meeting duly called for that purpose, the board of directors may sell, lease or exchange all or part of the assets of the corporation, other than the franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, if the board of directors shall determine expedient and in the best interests of the corporation.

### Article X

The President or a Vice President and the Secretary or Assistant Secretary of said corporation are authorized to execute Articles of Amendment to these Articles of Incorporation and to cause such Articles of Amendment to be filed with the Secretary of State of the State of Idaho in the manner required by law.

### Article XI

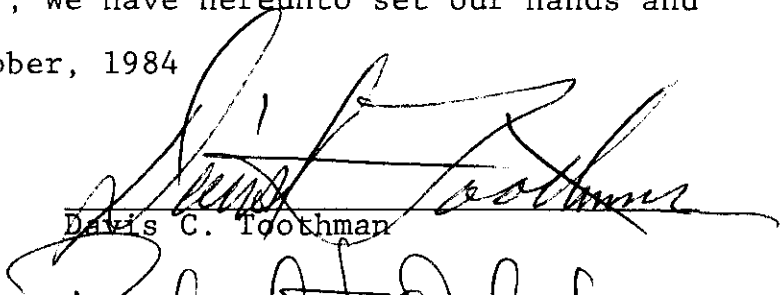
Unless otherwise provided by law, the private property of stockholders of this corporation shall not be liable for nor subjected to the payment of debts or obligations of this corporation.

### Article XII

The names of the incorporators and the amount of capital stock initially subscribed for by said incorporators are as follows:

<u>Name</u>	<u>Address</u>	<u>Amount</u>
Davis C. Toothman	1808 N. 33rd Street Boise, Idaho 83703	100 shares
Richard F. Orton, Jr.	1808 N. 33rd Street Boise, Idaho 83703	100 shares

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 4<sup>th</sup> day of October, 1984

  
Davis C. Toothman

  
Richard F. Orton, Jr.

STATE OF IDAHO )  
                  ) ss.  
County of Ada )

On this 4<sup>th</sup> day of October, 1984, before me the undersigned, a Notary Public in and for said state, personally appeared DAVIS C. TOOTHMAN and RICHARD F. ORTON, JR., known to me to be the persons whose names are subscribed to the within 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.

Barbara Ann Mungar  
Notary Public for Idaho  
Residing at Boise, Idaho

(SEAL)