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SECRETARY OF STATE
STATE OF IDAHO

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BRADLEY ENGINEERING, CHARTERED**

Pursuant to Title 30, Chapter 1, Idaho Code, Bradley Engineering, Chartered, has adopted the following Amended and Restated Articles of Incorporation:

1. **Name.** The name of the corporation is Bradley Engineering, Chartered.
2. **Authorized Shares.** The aggregate number of shares the corporation is authorized to issue shall be 100,000, all of which shall be common voting stock having no par value.
3. **Registered Office and Agent.** The registered office of the corporation is 11603 South 10th East, Idaho Falls, Idaho 83404 and its registered agent at that address is Bruce N. Bradley.
4. **Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under Section 30-1-732, Idaho Code, and subject to the provisions of Idaho Code Section 30-1315. The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Bruce N. Bradley	11603 South 10th East Idaho Falls, Idaho 83404

5. **Purposes.** The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Professional Service Corporation Act, which shall include, but which shall not be limited to, engaging in the practice of engineering.

This corporation may render professional services in the practice of engineering only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the state of Idaho. The term "employee" as used herein does not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services in the practice of engineering to the public within the state of Idaho.

No shares of stock of this corporation may be issued to anyone other than an individual who is a duly licensed professional engineer in the state of Idaho under the provisions of Title 30, Chapter 13, Idaho Code.

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6. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Professional Service Corporation Act and the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Professional Service Corporation Act and the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

7. Limitation of Liability. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of Section 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

8. Manner of Adoption. There is only one voting group and a total of one (1) outstanding share, all of which were entitled to vote and were indisputably represented. Upon the recommendation of the Board of Directors, the total number of votes cast for the amendment was 1 and the total number cast against was 0. The number of votes for the amendment was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed these Amended and Restated Articles of Incorporation the 20th day of May, 2013.



Bruce N. Bradley, Director/Shareholder