



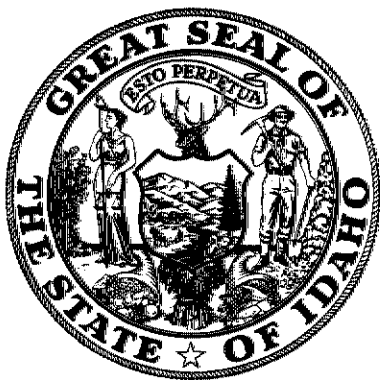
**CERTIFICATE OF INCORPORATION
OF**

MARK C. KLINGMAN, ARCHITECT, CHARTERED

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 the above named corporation, 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: **March 18, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

MARK C. KLINGERMANN, ARCHITECT, CHARTERED

The undersigned, who is duly licensed to practice the profession of architecture in the State of Idaho, for the purpose of organizing a professional association pursuant to Title 30, Chapter 13, of the Idaho Code, does hereby adopt the following Articles of Incorporation for such professional association.

FIRST: The name of this professional association shall be Mark C. Klingerman, Architect, Chartered.

SECOND: The purpose for which this professional association is formed is to engage in the general practice of architecture. In furtherance of this purpose, this professional association shall have the power to perform all acts permitted under Title 30 of the Idaho Code subject to any and all limitations imposed under Title 30 of the Idaho Code on professional associations of this type.

THIRD: The principal place of business for this professional association shall be 220 East Avenue, Ketchum, Idaho. The post office address of the principal office of this professional association is Post Office Box 1312, Sun Valley, Idaho 83353. Branch offices of this professional association may hereafter be established whenever necessary in the judgment of the Board of Directors of this professional association.

FOURTH: This professional association is to have perpetual existence.

FIFTH: The aggregate number of shares of the professional association which it shall be authorized to issue shall consist of One Hundred (100) common shares, all of one class, with a \$1.00 par value. These shares shall be issued for such consideration as may from time to time be fixed by the Board of Directors of the professional association without action by the Shareholders. Each of said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

SIXTH: The number of directors of the professional association shall be fixed from time to time by the By-Laws of the professional association and the number may be altered as therein provided. The Directors of the professional association shall be elected at the Annual Meeting of the Stockholders which shall be held at the principal office of the professional association in the City of Ketchum, State of Idaho, on the first Monday in December, at 10:00 o'clock A.M., each year. Until the first annual meeting to be held in December of 1985, the Director of this professional association shall be Mark C. Klingerman.

SEVENTH: The names and places of residence of each of the original subscribers to the stock and the number of shares subscribed for each are as follows:

<u>Name</u>	<u>Mailing Address</u>	<u>Shares Subscribed</u>
Mark C. Klingerman	Post Office Box 1312 Sun Valley, ID 83353	One Hundred (100)

EIGHTH: At all meetings of stockholders, each stockholder shall be entitled to cast one (1) vote for each share of stock held in his or her name, except that in the election of Directors, cumulative voting shall be allowed as provided by Section 30-134 of the Idaho Code; each stockholder may vote by written proxy under the terms and conditions prescribed in the By-Laws of the professional association

NINTH: The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the stockholders, and at the same place. Executive officers of this professional association shall be President, Vice President, Secretary, and Treasurer. Any four (4) of the officers may be combined in one (1) person. Such executive officers shall be elected by the Board of Directors at each of their annual meetings held as aforesaid. The Board of Directors shall have the power to fill any vacancy in the Board or in any other office.

TENTH: The Directors of this professional association shall have the power and authority to alter, repeal, and amend these Articles of Incorporation and the By-Laws in the manner fixed by the By-Laws of this professional association.

ELEVENTH: The Registered Office of this professional association shall be 220 East Avenue, Ketchum, Idaho 83340. The Registered Agent located at this office shall be Mark C. Klingerman.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Ketchum, Blaine County, Idaho, on March 15, 1985.



MARK C. KLINGERMAN

STATE OF IDAHO)
) ss.
County of Blaine)

I, a Notary Public in and for the County of Blaine, State of Idaho,
do hereby certify that on the 15TH day of March, 1985, personally
appeared before me, the same person who executed the foregoing instrument
and who acknowledged that he signed and executed the above instrument
for the purposes therein mentioned.

Kathleen E. Kasala

Notary Public for Idaho

Residing at: NAILEY

My Commission expires: LIFETIME