



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

BLAKELY, BOOTH AND ASSOCIATES, 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 _____

BLAKELY, BOOTH AND ASSOCIATES, CHARTERED,

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 June 24, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

Jul 24 10:41 AM
100-111111-1001

ARTICLES OF INCORPORATION

OF

BLAKELY, BOOTH AND ASSOCIATES, CHARTERED

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, a natural persons of legal age and a residents of the State of Idaho, in order to form a corporation for the purposes hereinafter stated, and pursuant to the Professional Service Corporation Act of the State of Idaho, Idaho Code Title 30, Chapter 13, do hereby certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be:

BLAKELY, BOOTH AND ASSOCIATES, CHARTERED

ARTICLE II

PURPOSES AND POWERS

Section 1. Purposes. Without in any way limiting the powers granted by the laws of the State of Idaho, the purposes for which said corporation is formed are as follows:

1.1 To practice and engage in practice as Architects as defined by the American Institute of Architecture; to render or offer any one of a combination of the following services: advice, consultation, preliminary studies, plans, drawings,

specifications, designs, including artistic and structural design, or responsible supervision of construction wherein expert knowledge and skill are required in connection with erection, enlargement, alteration, or repair of any building or buildings, wherein the safeguarding of life, health, and property is concerned or involved.

1.2 To engage in activities that are necessary, suitable, or convenient for the accomplishment of the above mentioned purposes, or which are incidental thereto or connected therewith.

1.3 The practice of architecture shall be carried on only through officers, employees, and agents duly licensed and authorized to render professional architecture service through the laws and regulations of the State of Idaho.

Section 2. Powers. Pursuant to the general purpose of the corporation, the corporation is hereby authorized and empowered to do any act or to carry on business in the State of Idaho authorized by the Professional Service Corporation Act of the State of Idaho as necessary to compliment and augment the general purposes of the corporation, including, but not limited to:

2.1 To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to

do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the herein mentioned objects, purposes, or powers.

2.3 To engage in any business whatsoever, consistent with the laws of the State of Idaho regarding this Corporation, either as principal or as agent or both, or as a syndicate, which the Corporation may deem convenient or proper in furtherance of any of the purposes as herein stated; to have and to exercise all powers authorized by the laws of the State of Idaho under which the Corporation is formed, whether expressly set forth in this paragraph or not, as such laws are now in effect or may at any time hereafter be amended.

2.4 With power for its corporate purposes, to borrow money and from time to time, make, accept, endorse, execute, issue bonds, debentures, promissory notes, bills of exchange, or other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the Corporation or its business, and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreements in regard to, all or any part of the property, rights, or pledges of the Corporation wherever situated, whether now owned or hereinafter to be acquired.

2.5 To enter into any kind of contract or agreement, cooperative, or profit sharing plan with its officers or employees that the Corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the Directors may deem fit.

2.6 Employee plans. From time to time, to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including Directors and Officers of this Corporation, and for the furnishing to such employees and persons or any of them, at this Corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability or unemployment, education, housing, social and general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

ARTICLE III

EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IV

STOCK

4.1 Description of Classes of Shares. There shall be one class of shares, all of which shall be common shares.

4.2 Number of Shares. The aggregate number of shares which this Corporation shall have authority to issue is Five Thousand

(5,000) shares with a par value of One Dollar (\$1.00) per share for an aggregate par value of Five Thousand Dollars (\$5,000.00).

4.3 Voting Rights. Each share shall have equal voting powers; each share entitling the holder to one (1) vote.

4.4 Nonassessable. No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable. There shall be stated on each stock certificate in print the following: "The shares represented by this certificate are fully paid for and nonassessable."

ARTICLE V

REGISTERED AGENT AND OFFICE

The name and location of the registered agent and office of the Corporation is:

Mr. Earl H. Booth
1083 South Boulevard
Idaho Falls, Idaho 83401

ARTICLE VI

INITIAL DIRECTORS AND INCORPORATORS

The name and post office address of each of the initial directors and incorporators and the number and class of shares for which they each subscribed is as follows:

| | |
|--------------------------|--------------------|
| Mr. Earl H. Booth | 1000 Shares Common |
| 1083 South Boulevard | |
| Idaho Falls, Idaho 83401 | |

| | |
|--------------------------|--------------------|
| Mr. Byron L. Blakely | 1000 Shares Common |
| 1083 South Boulevard | |
| Idaho Falls, Idaho 83401 | |

ARTICLE VII

SHARES

7.1 Conditions of Ownership of Shares. The Corporation shall not issue any stock or share to any person who is not duly licensed or otherwise legally authorized to practice as an Architect in the State of Idaho.

7.2 No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person to exercise the voting power of any or all of his stock unless such other person is duly authorized or licensed legally to render Architectural services in the State of Idaho.

7.3 If any officer, agent, shareholder, or employee of the Corporation who has rendered Architectural services to the public becomes legally disqualified to render such professional services within this state, or is elected to a public office or accepts employment that pursuant to existing law places restrictions or limitations upon his continued rendering of professional Architectural services, he shall sever all employment with and financial interest in this Corporation, forthwith.

7.4 No shareholder of this Corporation may sell or transfer his shares in said Corporation except to another individual who is eligible to practice as an Architect in the State of Idaho, and such sale or transfer may be made only after the same shall have been approved at a shareholder's meeting specially called

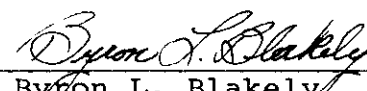
for such purpose, by not less than a majority vote of the outstanding stock, or by such higher percentage as may be provided in the By-Laws of the Corporation.

7.5 No shareholder shall have any preemptive or other preferential right to subscribe for, purchase, or receive any shares of stock of the Corporation which it may issue or sell, nor shall any shareholder have any preemptive rights or preference right to subscribe for, purchase or receive any bonds, debentures, or other obligations or securities which the Corporation may issue or sell which are convertible into or exchangeable for stock, or which shall be attached to or appertain to any option or warrant or other instrument which shall confer upon the holders or owner of such obligation or security, the right to subscribe for, purchase or receive from the Corporation any shares of its capital stock.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this Corporation, execute the Articles of Incorporation in duplicate and certify to the truth of the facts therein stated, this 15th day of June, 1981.



Earl H. Booth

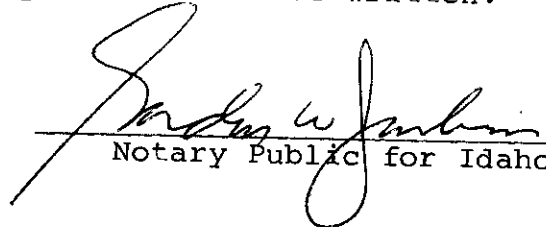


Byron L. Blakely

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 15th day of June, 1981, before me the under-
signed, Notary Public in and for said State, personally appeared
EARL H. BOOTH and BYRON L. BLAKELY, 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.



Notary Public for Idaho

(Seal)