

**ARTICLES OF INCORPORATION
OF
KELLER ASSOCIATES, INC.**

FILED EFFECTIVE

07 OCT -2 PM 4: 25

~~SECRETARY OF STATE~~
STATE OF IDAHO

Article I. Name

The name of the corporation is Keller Associates, Inc. ("Corporation").

Article II. Authorized Shares

The aggregate number of shares the Corporation is authorized to issue shall be 15,000 all of which shall be common voting stock. The par value of each share is no par.

Article III. Registered Office and Agent

The address of the registered office of the Corporation is: 131 SW 5th Ave., Suite A Meridian, ID 83642, and its registered agent at that address is James L. Keller.

Article IV. Incorporator

The name and address of the Incorporator is David R. Purnell, 1401 Shoreline Dr., Ste 2, Boise, Idaho 83702.

Article V. Voting Entitlement of Shares

Section 5.01 In General

Except as provided in Sections 5.02 and 5.04, and Article VIII, below, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at shareholders' meeting.

Section 5.02 Treasury Shares

Corporation is not entitled to vote treasury shares. The shares of Corporation are not entitled to vote if they are owned, directly or indirectly, by a second Corporation, domestic or foreign, and Corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

Section 5.03 Exception for Shares Held in a Fiduciary Capacity

Section 5.02 does not limit the power of Corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

Section 5.04 Redeemable Shares

Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

IDAHO SECRETARY OF STATE
10/03/2007 05:00
CK: 5206 CT: 105069 BH: 1070557
1 @ 100.00 = 100.00 CORP # 2

C175282

Section 5.05 Restrictions on Sale or Alienation of Shares

Any sale or transfer of shares by a shareholder of the Corporation may only be valid and effective upon the approval of the transfer at a stockholder's meeting as provided by law and in accordance with the Bylaws and any Shareholder Agreement. The shareholders are specifically authorized to adopt Bylaws and Shareholder Agreements restraining the alienation of shares and creating specific shareholder agreements limiting Shareholder rights to sell or transfer shares. The shareholders are also authorized and directed to provide for the purchase or redemption of shares in a time and manner that will not impair the capital of the Corporation or invalidate the restrictions on the alienation of shares contained in the Bylaws or shareholder agreements.

Article VI. Initial Board of Directors

The number of directors constituting the initial board of directors of the corporation is two (2) whose names and address are listed below. The number of directors and terms of service are to be established by the Bylaws, but in no event are there to be more than seven nor less than two.

James L. Keller

President

Renee B. Keller

Treasurer

Cameron S. Keller

Secretary

587 E. Kingsford Drive

Meridian, ID 83642

587 E. Kingsford Drive

Meridian, ID 83642

2635 S. Benecia Way

Nampa, ID 83686

Article VII. Corporate Purpose and Powers

Section 7.01 Corporate Purpose

The principal purpose for which this Corporation is organized is to conduct the professional practice of engineering and land surveying, which practice is limited to only those individuals who are registered professional engineers or land surveyors in the State of Idaho or any other jurisdiction in which the Corporation may be authorized to do business, or who may lawfully practice under an exemption granted by law. Such person shall so practice in accordance with all applicable rules and standards of professional conduct.

However the Corporation also has the purpose of the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act as amended.

Section 7.02 Corporate Powers

The Corporation has the power to hire employees, contract with independent contractors, or otherwise contract for services with persons to provide all support for the process of performing its function as reasonably appropriate to fulfill all functions and roles of the Corporation, even though those persons may be performing functions other than professional engineering or surveying.

Any final drawings, specifications, plats reports or other engineering or land survey papers or documents involved in the practice of engineering or surveying prepared or approved for the use of or for delivery to any person or for public record within shall be dated and bear the signature and the seal of the engineer or land surveyor who prepared or approved them in accordance with applicable State law and the rules of professional responsibility that apply to the respective professions.

Section 7.03 Management Rights

The corporation shall have the absolute, un-waivable and un-assignable right to designate and direct which professional services shall be performed by each employee of the firm and for which clients those services are to be performed. The services are to be performed in a manner consistent with and in compliance with the applicable laws, rules and regulations of the State of the Regulatory body responsible for the licensing and administering the profession of the specified employee.

Article VIII. Cumulative Voting

All shareholders are entitled to cumulate their votes for directors, i.e., they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates. All voting rights are subject to Shareholder agreements.

Article IX. Preemptive Rights

Corporation elects to have preemptive rights.


Article X. Indemnification

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

Article XI. Limitation of Liability

No director shall be liable to 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 is not entitled; (ii) an intentional infliction of harm on Corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

In witness whereof, I have subscribed these Articles of Incorporation this 1st day of October, 2007.


David R. Purnell, Incorporator

BELNAP, CURTIS, WILLIAMS & PURNELL, PLLC

Attorneys at Law

Wm. Lyman Belnap
R. Wade Curtis
Robert J. Williams
David R. Purnell

1401 Shoreline Drive, Suite 2
Post Office Box 7685
Boise, Idaho 83707-1685

Telephone: (208) 345-3333
Facsimile: (208) 345-4461

drpurnell@belnapcurtis.com

October 2, 1007

Hand Delivered

Secretary of State
State of Idaho
PO Box 83720
Boise, ID 83720-0080

Re: Pending name change - Keller Associates, Inc. to Keller Associates Engineering, Inc.

Dear Secretary of State:

The long standing engineering firm of Keller Associates, Inc. has decided to change its name to Keller Associates Engineering, Inc. That name requires a Certificate of Good Standing from the Board of Professional Engineers and Professional Land Surveyors.

We will get the Certificate and will file the name change within the next 30 days. In the meantime, Articles for a new entity using the name Keller Associates, Inc. are being filed with the full concurrence of the existing entity.

Sincerely,

BELNAP, CURTIS, WILLIAMS
& PURNELL PLLC



David R. Purnell
Legal Counsel

Copy furnished: Keller Associates, Inc., Cameron Keller