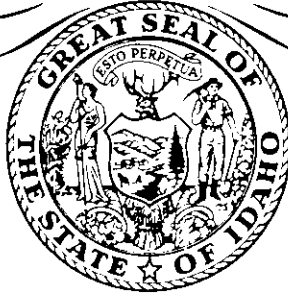


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**SYSTEMS ENGINEERING, INC.**

was filed in the office of the Secretary of State on the **30th** day of **December** A.D., One Thousand Nine Hundred **Seventy-six** and ~~will be~~ /duly recorded on ~~File No.~~ **microfilm** Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **30th** day of **December**, A.D., 19 **76**.

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

4:00  
12/30

ARTICLES OF INCORPORATION  
OF  
SYSTEMS ENGINEERING, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the under-  
signed, being natural persons of full age and citizens of the  
United States of America, and licensed under the laws of the  
State of Idaho, in order to form a professional service corpora-  
tion for the purposes hereinafter stated, under and pursuant  
to the provisions of the Professional Service Corporation Act  
of the State of Idaho, and the acts amendatory thereof, included  
thereby, and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is SYSTEMS ENGINEERING,  
INC.

SECOND

The purposes and objects for which the corporation  
is formed are as follows:

(a) This corporation is formed and organized for  
the sole and specific purpose of rendering professional services  
to the public by persons specifically licensed and authorized  
under the laws of the State of Idaho to engage in the practice  
of engineering. The corporation shall carry on the practice  
of engineering and render professional services 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. Such persons shall practice the  
profession of engineering in accordance with all rules for  
professional conduct promulgated by the Idaho Society of  
Professional Engineers. The professional services rendered  
by this corporation shall include the practice of engineering,  
and the rendering of all other and additional or like services  
ancillary to, or in connection with, or as normally related  
to the practice of engineering by licensed engineers in the  
State of Idaho.

(b) This corporation may not engage in any business  
other than the rendering of professional services as herein  
set forth, provided, however, that this corporation by and  
through its officers and directors shall have the power and  
authority to invest the corporate funds in real estate, mortgages,  
stocks and like securities, bonds or any other type of invest-  
ments, and to own real estate and personal property necessary  
for the rendering of professional services by the corporation.

(c) Pursuant to and within the limitations of the aforementioned power and authority of the officers and directors of this corporation, said officers and directors shall be, and hereby are, authorized to do the following acts in the name of, and on behalf of, this corporation:

(1) to buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares and merchandise of every kind, nature and description;

(2) to buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

(3) to acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(4) to make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(5) to borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the board of directors shall authorize, and as may be permitted by law.

(6) to acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however: (i) that this corporation may not use any of its funds or property for the purchase of its own stock when such would cause any impairment of the capital of this corporation; (ii) that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly; (iii) no capital stock of this corporation may be issued to anyone other than an individual who is duly licensed under the laws of the State of Idaho to practice engineering as a licensed engineer; and provided, further, that any common capital stock of this corporation may not be voted by any other person or persons who are not at the time of such vote licensed engineers in good standing under and pursuant to the laws of the State of Idaho;

(7) to purchase or otherwise acquire the whole or any part of the property, assets and business of any other person, firm or professional association of the State of Idaho, so long as, and only to the extent that such acquired corporation, if a professional service corporation under Idaho law, is not engaged in a business or profession other or different than the profession the professional purposes for which this corporation is organized, or if such acquisition is not a professional service corporation, then such acquisition shall be for investment purposes only;

(8) to take such steps, perform such acts as may be reasonably necessary to promote, protect and preserve the investments of this corporation in any shares of stock, securities, bonds or other evidences of indebtedness in any other corporation;

(9) to establish for the benefit of its employees, one or more pension plans, or profit-sharing plans, or other employee benefits, retirement or incentive compensation plans;

(10) to have one or more officers to carry on all or any part of the conduct of the professional affairs and business of the corporation and to do all and everything necessary, ethically suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects in these articles named and permitted by law, or which shall at any time appear conducive or expedient under the law and in accordance with ethics of the profession or benefit of the corporation, and which now or hereafter may be authorized by law,

and this to the same extent and as fully as natural persons might or could do, as principals, agents, trustees or otherwise, and either alone or in connection with any person, firm, association or corporation;

(11) to have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon professional service corporations performed under the professional service corporation act of the State of Idaho, or under any act amendatory thereof, or supplemental thereto, or substituted therefor;

(12) to render professional services as licensed engineers through its officers, employees and agents only, and only upon said officers, employees and agents being properly and duly licensed or otherwise legally authorized to render professional services within the State of Idaho; provided, however, that any officer, shareholder, agent or employee of this corporation shall remain personally and fully liable and accountable for any negligent or wrongful act or misconduct committed by him, or by any person under his direct supervision and control, while rendering professional services on behalf of this corporation to the person for whom such professional services were being rendered and, further, providing that this corporation shall be liable in addition thereto, up to the full value of its property for any negligent or wrongful acts or misconduct committed by any of its officers, shareholders, agents or employees while the same are engaged on behalf of the corporation in the rendering of such professional services and, provided, further, that any officer, shareholder, agent or employee of this corporation who has been licensed to render professional services to the public becomes legally disqualified to render such professional services within the State of Idaho, or is elected to a public office, or accepts employment that, pursuant to the existing law, places restrictions or limitations upon his continued rendering of such professional services under the law, such person shall sever all employment with, and financial interests in this corporation forthwith, and shall return any capital stock of this corporation held by such individual to the treasury of the corporation, to be cancelled or otherwise disposed of by this corporation in accordance with the provisions hereof and the bylaws of this corporation.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that

enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a professional corporation formed under the Professional Service Corporation Act of the State of Idaho, or any amendment thereof, or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do.

### THIRD

This corporation is to have perpetual existence.

### FOURTH

The location and post office address of the registered office of the corporation is 1402 1/2 Broadway, Post Office Box 1281, Boise, Idaho 83701.

### FIFTH

There shall be only one class of capital stock of this corporation, which shall be designated as common stock, and such common stock shall be and consist of 5,000 shares, each with a par value of \$1.00 per share, totaling in the aggregate the sum of \$5,000.00, each share being non-assessable.

(a) The capital stock of the corporation may only be issued to an individual who is a duly licensed engineer or otherwise legally authorized in good standing to practice engineering within the State of Idaho.

(b) Common stock of this corporation passing by the operation of law or by the laws of descent and distribution, or by other legal fashion to any person, firm or other individual or organization, who is at the time not a licensed engineer or otherwise legally authorized to practice engineering under the laws of the State of Idaho, shall be transferred to this corporation and this corporation shall pay for such stock in the fashion and in accordance with the provisions of the bylaws of this corporation.

(c) No voting trust, agreement, or other type of arrangement, the effect of which would place the common capital stock of this corporation in any ownership other than an individual licensed to practice engineering under the laws of the State of Idaho, shall be recognized or effective.

(d) If any individual stockholder, as herein provided, shall become disqualified to render professional services within the State of Idaho, or is elected to public office, or accepts employment that, pursuant to existing law, places restrictions or limitations upon such individual's continued rendering of such legal services, then the common stock of this corporation owned by said individual shall be forthwith returned to this corporation and this corporation shall pay for such common stock in the fashion and in accordance with the provisions of the bylaws of this corporation.

(e) A stockholder of any of the common capital stock of this corporation may not transfer shares of this corporation except to another individual who is eligible to be a stockholder of this corporation in accordance with the provisions hereof, and only after such sale or transfer shall have been approved at a stockholders' meeting, specifically called for that purpose, by not less than a majority of the outstanding stock of this corporation, not including the shares of the stockholder proposing to sell or transfer such shares in the counting of the votes for any purpose of such meeting, unless all stockholders and all shares of stock vote in favor of a consent that such stock of the transferring stockholder be so voted.

(f) The stockholders shall have the power to include in the bylaws, adopted by a two-thirds majority vote of all stockholders, any regulation or restriction governing the sale, transfer, call or other disposition of the corporation's outstanding stock. Such provision shall not affect the rights of third parties without notice, unless evidence of this power is shown as a legend on the stock certificate.

SIXTH

The names and post office addresses of the incorporators, and the number of shares subscribed for by each of them, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>PROFESSIONAL STATUS</u>	<u>NO. OF SHARES</u>
Garry L. Rose	1319 Vermont Street Boise, ID. 83706	licensed engineer	1
Francis M. Willmorth	7026 San Fernando Cir. Boise, ID. 83704	licensed engineer	1

#### SEVENTH

The private property of the stockholders of this corporation shall not be subject to the payment of corporate debts to any extent whatever. The stock of the corporation shall be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation to such extent and subject to such limitations as may be approved by the holder of a two-thirds majority of all outstanding shares at a meeting specifically called and noticed for such purpose.

#### EIGHTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may be from time to time increased or decreased in such manner as may be prescribed in the bylaws, provided, that the number of directors of the corporation shall not be less than one. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. Each director must be a licensed engineer in good standing under the laws of the State of Idaho.

#### NINTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock.

#### TENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the board of directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

#### ELEVENTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm



is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TWELFTH

The board of directors is expressly authorized to repeal and amend the bylaws of the corporation and to adopt new bylaws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these articles, in the manner now or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands this 29th day of December, 1976.

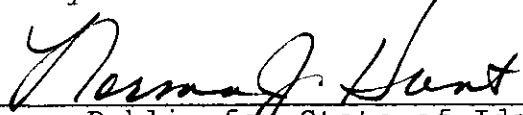
  
GARRY L. ROSE

  
FRANCIS M. WILLMORTH

STATE OF IDAHO            )  
                                  ) ss.  
COUNTY OF ADA            )

On this 29th day of December, 1976, before me, the undersigned, a Notary Public in and for said state, personally appeared GARRY L. ROSE and FRANCIS M. WILLMORTH, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and that they were persons over the age of eighteen years and citizens of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above written.

  
\_\_\_\_\_  
Notary Public for State of Idaho,  
Residing at Boise, Idaho.