

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

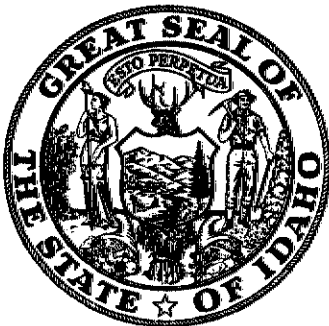
ENVIRONMENTAL AND PROFESSIONAL SERVICES, INC.

File number C 107337

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: August 15, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herald*

ARTICLES OF INCORPORATION
OF
ENVIRONMENTAL AND PROFESSIONAL SERVICES, INC.

Aug 15 3 42 PM '94
SECRETARY OF STATE

The undersigned, acting as incorporator, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Environmental and Professional Services, Inc., (the "Corporation").

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The purpose for which the Corporation is formed is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to pollution prevention and environmental or professional consulting.

ARTICLE IV

The capital stock of the Corporation shall be one hundred thousand (100,000) shares of common stock, without par value. The capital stock of the Corporation shall not be assessable.

ARTICLE V

The shareholders of the Corporation shall have the preemptive rights as provided for in Idaho Code §30-1-26, and preemptive rights to acquiring shares: (1) sold otherwise than for cash, and (2) issued to directors, officers or employees.

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ARTICLE VI

The address of the Corporation's initial registered office shall be 3102 Sandstone Drive, Idaho Falls, Idaho, 83404 and the name of its initial registered agent at such address is Patricia G. Cannon.

ARTICLE VII

The number of directors constituting the initial board of directors of the Corporation is six (6) and the name and address of each person serving as a director until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Patricia G. Cannon
3102 Sandstone Drive
Idaho Falls, Idaho 83404

John D. Griffin
4239 Colonial Way
Idaho Falls, Idaho 83404

Christopher P. Ischay
4239 Colonial Way
Idaho Falls, Idaho 83404

Kruti N. Patel
3780 Nathan Drive
Idaho Falls, Idaho 83404

Nolan D. Stucki
13916 North 5th West
Idaho Falls, Idaho 83402

Darla W. Neeley
P.O. Box 105
Driggs, Idaho 83422

ARTICLE VIII

The name and address of the incorporator are:

Frederick J. Hahn, III
Holden, Kidwell, Hahn & Crapo, P.L.L.C.
P.O. Box 50130
Idaho Falls, Idaho 83405-0130

ARTICLE IX

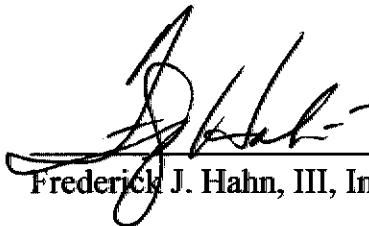
Provisions for the regulation of the internal affairs of the corporation are: None

ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

- a. For breach of a director's duty of loyalty to the Corporation or its stockholders.
- b. For facts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. Liability under §30-1-48 of the Idaho Code.
- d. For any transaction from which the director derived an improper personal benefit.

DATED this 15th day of August, 1994.



Frederick J. Hahn, III, Incorporator

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