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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

A&E ENGINEERING, INC.

IDAHO SECRETARY OF STATE

08/14/1998 09:00
C1: 1274 C1: 2982 M1: 136776
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1. Name. The name of the corporation shall be: A&E Engineering, Inc.
2. Authorized shares. The number of shares the corporation is authorized to issue is: 10,000 shares common stock.
3. Registered office and agent. The registered office of the corporation is 845 W. Center, Pocatello, Idaho 83204 and its registered agent at that address is John T. Elle.
4. Incorporator. The name and address of the incorporator is John T. Elle, P.O. Box 1327, Pocatello, Idaho 83204.
5. The mailing address of the corporation shall be: P.O. Box 1327, Pocatello, Idaho 83204.
6. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
John T. Elle	1400 Juniper Hills Road Pocatello, Idaho 83204
Alfred H. Lam	39 Cedar Hills Drive Pocatello, Idaho 83204

7. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

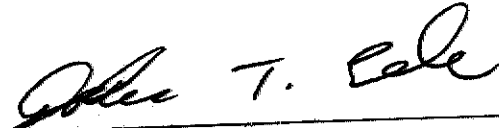
8. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits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

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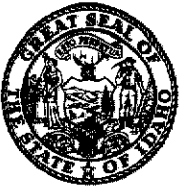
than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

9. Limitation of Liability. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for (i) the amount.

11th IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this
day of August, 1998.



John T. Elle, Incorporator



**BOARD OF PROFESSIONAL ENGINEERS
AND PROFESSIONAL LAND SURVEYORS**

600 SOUTH ORCHARD, SUITE A
BOISE, IDAHO 83705-1242
(208) 334-3860 TDD RELAY 1-800-377-3529

February 24, 1998

Secretary of State
Statehouse Mail
Boise, Idaho 83720

Attn: Alisa Hartley

Dear Ms. Hartley:

Pursuant to Idaho Code 54-1235, this is to notify you that A & E Engineering, Inc., P.O. Box 1327, Pocatello, ID 83204 is eligible to receive a Certificate of Authorization to practice engineering and land surveying in the State of Idaho as a corporation. Pending their filing with your office, the Board will consider the application at its next meeting.

Sincerely,

A handwritten signature in cursive script that reads "Linda A. Bowcutt".

Linda A. Bowcutt
Administrative Secretary

cc: A & E Engineering, Inc.