

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

HARRISON STAPLEY STRUCTURAL CONSULTANTS, P. A.

was filed in the office of the Secretary of State on **January 4th**, 19 **78**
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 **Meridian, 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 **4th**
day of **January**, A.D., 19 **78**.

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION

OF

HARRISON STAPLEY STRUCTURAL CONSULTANTS, P. A.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is a bona fide resident and citizen of the United States of America, and each of whom is a natural person of full age, have this day voluntarily associated ourselves together with the purpose of forming a professional service corporation pursuant to the laws of the State of Idaho as set forth in Chapter 13, Title 30, Idaho Code, and Chapter 12, Title 54, Idaho Code, and we do hereby certify:

ARTICLE I

That the name of this corporation shall be HARRISON STAPLEY STRUCTURAL CONSULTANTS, P.A.

ARTICLE II

The objects and purposes for which this corporation is formed are: to act as a professional service corporation performing the services of professional engineers pursuant to the licensing provisions in Chapter 12, Title 54, Idaho Code, and as such corporation to act as principal, agent or otherwise to do in any part of the world any and every of the things herein set forth to the same extent as natural persons might or could do. In furtherance and not in limitation, of the general powers, conferred by the

laws of the State of Idaho, we do expressly provide that the corporation shall have power:

(A) To carry on any lawful business in any state of the United States of America or any foreign country, and specifically, but not limited to, the business of acting as qualified and licensed engineers, including the preparation of designs, details, reports, recommendations, and providing whatever other engineering services the principals are qualified and licensed to provide. Also, to rent, buy, sell, or otherwise handle in any manner, real property and chattels connected therewith.

(B) To construct, erect and operate shops and places of business of such kind and nature as may be desirable and necessary for the carrying out of the purposes of this corporation.

(C) To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation.

(D) To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, real property of every kind and character, and each and every kind of personal property, debts, dues and demands or choses of action, evidence of debts, bonds, and stocks of corporations both public and private.

(E) To borrow and lend money from and to any person, firm, association, or corporation, and to make, take and execute notes, mortgages, bonds, deeds of trust, or other evidence of indebtedness, to secure payment thereof, or by any other lawful

manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness, for the use and benefit of said corporation or otherwise.

(F) To own, hold, lease, sublet, buy or sell on its own account, or for any person, firm, association or corporation all and every kind of merchandise.

(G) To build any and all necessary shops, buildings, warehouses and structures at any place proper or convenient to carry on any or all of the business of said corporation.

(H) To purchase or otherwise acquire and own the corporate common and preferred stock and bonds of any other corporation, and also to purchase and acquire its own common stock insofar as not contrary to the laws of the State of Idaho.

(I) In addition to the foregoing powers, also to have all authority, powers and rights granted by the laws of the State of Idaho, and particularly Chapter 13, Title 30, Idaho Code, relating to professional service corporations, and Chapter 12, Title 54, Idaho Code, relating to licensing of engineers and surveyors, and any subsequent or future amendments to either of these sections and to the extent applicable, to carry on any business provided under Chapter 1, Title 30, Idaho Code, and any amendments thereof.

(J) In general to transact and do all such matters and things as are or shall be considered as conducive or incidental to each and every of the above purposes, and to conduct and carry on the business for which this corporation is organized alone

and/or with others as co-partners or joint adventurers or otherwise, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

(K) To employ, discharge, and in any other manner, employees or services of employees, agents, attorneys, or persons engaged in any practice or profession, as is necessary for the carrying out of the functions of this corporation.

(L) Notwithstanding any of the aforesaid statement of business object and purposes, this corporation shall not engage in any business other than the rendering of professional engineering services, for which purpose it is specifically incorporated, consistent with Idaho Code Section 30-1307.

ARTICLE III

The registered office of this corporation and the principal place for transaction of its business is hereby designated as: 712 East Fairview Avenue, Meridian, Idaho, 83642.

ARTICLE IV

The corporation shall be perpetual in existence.

ARTICLE V

The number of directors of this corporation shall be not less than two (2) in number, each of whom shall be a qualified and licensed professional engineer.

ARTICLE VI

The amount of capital stock of this corporation is 5,000

shares of the par value of one dollar (\$1.00) each; said stock shall be non-assessable and may be transferred only after the same shall have been approved in a stockholder's meeting specially called for such purpose, by a vote of not less than a majority of the outstanding stock. At such shareholder's meeting the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose, unless all other stockholders consent that such stock may be voted. The Board of Directors are specifically authorized to adopt By-Laws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its shares, so long as the restraining or redemption is not invoked at a time or in a manner that would impair the capital of the corporation.

ARTICLE VII

The amount of the capital stock actually subscribed is two (2) shares by the persons whose residences and the amount subscribed are set forth:

BRYCE STAPLEY
3763 Manchester
Boise, Idaho 83704

One Share

REX HARRISON
712 East Fairview
Meridian, Idaho 83642

One Share

TOTAL

Two Shares

IN WITNESS WHEREOF, We have hereunto set our hands and
seals this 4th day of January, 1978.

Bryce Stapley
BRYCE STAPLEY

Rex Harrison
REX HARRISON

STATE OF IDAHO,)
) ss.
County of Ada.)

On this 4th day of January, 1978, before
me, the undersigned, a Notary Public for the State of Idaho, per-
sonally appeared BRYCE STAPLEY and REX HARRISON, known to me to
be the persons whose names are subscribed to the within and at-
tached ARTICLES OF INCORPORATION and each for himself acknowledged
to me that he executed the same.

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

Laesh J. Sims
Notary Public for State of Idaho
Residing at: Boise, Idaho