

**FILED**

## ARTICLES OF INCORPORATION

To the Secretary of State of the State of Idaho

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, Submits the following articles of incorporation:

**Article 1:** The name of the corporation shall be Advanced Design Engineering Inc.

**Article 2:** The number of shares the corporation is authorized to issue is 30,000.

**Article 3:** The street address of the registered office is 5143 Canary Lane, Nampa, ID 83687 and the registered agent at such address is Merlin W. Phillips, Jr. P.E.

**Article 4:** The name and address of the incorporator are Merlin W. Phillips, Jr. P.E., 5143 Canary Lane, Nampa, ID 83687.

**Article 5:** The mailing address of the corporation shall be P.O. Box 304, Meridian, ID 83680-0304

### Optional Articles:

**Article 6:** The duration of the corporation is perpetual.

**Article 7:** This corporation is organized and formed to provide manufacturing, design and drafting services and to engage in any lawful act or activity for which corporations may be organized under.

**Article 8:** The preemptive rights of shareholders to acquire additional shares of capital stock of the corporation are as follows: each shareholder shall be entitled as a matter of right to subscribe for, purchase or otherwise acquire any additional shares of the specific class of stock of the corporation held by the respective shareholder including, but not limited to, shares which are authorized herein issues or hereafter the date of incorporation, shares which are subsequently authorized and issued and shares which are acquired and reissued by the corporation.

**Article 9:** The board of directors may repeal or amend the bylaws of the corporation and may adopt new or additional bylaws, and the articles of incorporation shall be amended as provided in Title 30 of the Idaho Code.

**Article 10:** At each election of directors, each shareholder entitled to vote shall be entitled to cast cumulative votes in accordance with the terms and conditions of the bylaws of the corporation. In such event, each shareholder may vote either by giving one candidate as many votes as equals the number of directors to be elected multiplied by the number of the shareholder's shares or by distributing such cumulative votes among any number of such candidates.

**Article 11:** Any vacancy of the board of directors may be filled by the affirmative vote of majority of the remaining directors. Any director so elected shall serve until the director's successor has been elected and qualified.

**Article 12:** The corporation shall have the power to indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was director, officer, employee or agent of the corporation, or a fiduciary within the meaning of the Employee Retirement Security Act of 1974, as amended, with respect to any employee benefit plans of the corporation, or serves at the request of the corporation as a director, officer, employee or agent of the corporation.

SECRETARY OF STATE  
04/14/1999 09:00  
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employee, or agent, or as a partnership, joint venture, trust or other enterprise, and their respective heirs, administrators, personal representatives, successors and assigns. Indemnification specifically provided by Idaho Code, Title 30, shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so upon the advice of independent counsel.

**Article 13:** No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except that this provision shall not apply to: (a) Any breach of the director's duty of loyalty to the corporation or its shareholders; (b) Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) Any distribution which is unlawful; (d) Any transaction from which the director derived an improper personal benefit; or (e\_) Any act or omission occurring prior to the date on which these Articles of Incorporation are filed with the Secretary of State.

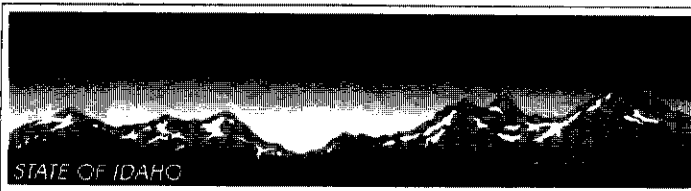
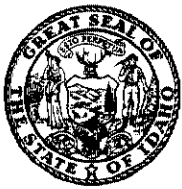
**Article 14:** The corporation shall have the right to purchase, directly or indirectly, its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

Signature of Incorporator:

*Michael W. Pelly, P.E.*

Date:

*3/29/99*



**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

April 1, 1999

Secretary of State  
Statehouse Mail  
Boise, Idaho 83720

Attn: Tonya Herold

Dear Ms. Herold:

Pursuant to Idaho Code 54-1235, this is to notify you that Advanced Design Engineering, Inc., P.O. Box 304, Meridian, ID 83680-0304 is eligible to receive a Certificate of Authorization to practice engineering in the State of Idaho as a corporation.

Sincerely,

A handwritten signature in cursive script, reading "Linda A. Bowcutt".

Linda A. Bowcutt  
Administrative Secretary

cc: Advanced Design Engineering, Inc.