

ARTICLES OF INCORPORATION FILED EFFECTIVE

(General Business)

(Instructions on back of application)

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation to the Secretary of State.

06 JUN 29 AM 11:27

SECRETARY OF STATE
STATE OF IDAHO

Article 1: The name of the corporation shall be:

Headwaters Engineering Inc.

Article 2: The number of shares the corporation is authorized to issue: 100

Article 3: The street address of the registered office is: 1325 Wallen Road, Moscow, ID 83843

and the name of the registered agent at such address is: Erik Ryan

Article 4: The name of the incorporator is: Erik Ryan

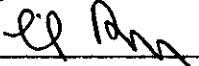
and address of the incorporator is: 1325 Wallen Road, Moscow, ID 83843

Article 5: The mailing address of the corporation shall be:

1325 Wallen Road, Moscow, ID 83843

Optional Articles:

Signature of at least one incorporator:



Typed Name: Erik Ryan

Typed Name: _____

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised05/2005

IDAHO SECRETARY OF STATE
06/29/2006 05:00
CK: 597 CT: 201987 BH: 962672
1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

167663



BOARD OF PROFESSIONAL ENGINEERS AND PROFESSIONAL LAND SURVEYORS

5535 West Overland Road
Boise, Idaho 83705
Phone: (208) 373-7210 Fax: (208) 373-7213
<http://www.idaho.gov/ipeis>

June 28, 2006

Headwaters Engineering, Inc.
1325 Wallen Road
Moscow, ID 83843

RE: State of Idaho Certificate of Authorization

Dear Ladies and Gentlemen:

The application for a Certificate of Authorization for Headwaters Engineering, Inc. was reviewed and approved. Enclosed you will find Certificate of Authorization #1937. The original application covers the period through July 31, 2007. A notice of renewal will be sent to you approximately thirty days prior to the renewal date (August 1, 2007).

We call your attention to Section 54-1235, Idaho Code (Practice by a Business Entity) of the Engineering and Land Surveying Law, which provides that the business entity must keep the Board advised of changes in professional engineers who will have responsible charge of the professional engineering work done in Idaho.

If you have not already done so, you may be required to file for a Certificate of Authority with the Secretary of State's office. They can be contacted at (208) 334-2301 for further information.

Sincerely yours,

Jennifer Rowe
Jennifer Rowe
Administrative Assistant

Enclosure: Certificate of Authorization

cc: Secretary of State's Office
Attn: Mark Stephensen