

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

Dec 31 12 38 PM '01

OF

BROWN CONSULTING & CONSTRUCTION MANAGEMENT, inc.

KNOWN ALL MEN BY THESE PRESENTS That we, the undersigned, all of whom are citizens and residents of the United States, and over the age of twenty-one years, do hereby make and execute the following Articles of Incorporation for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

Article 1 . Name : The name of this corporation is Brown Consulting & Construction Management, inc.

Art. 2 . Purposes : The purposes for which the corporation is formed are as follows:

- (a) To operate any legal business;
- (b) To operate such other business as authorized by the Board of directors; and
- (c) To have all the powers that a corporation has under the laws of the State of Idaho.

Art. 3 . Length of Existence : The length of existence of this corporation is perpetual.

Art. 4. Principal Place of Business : The location of the principal place of business of this Corporation is 183 Atlantic St. TWIN FALLS, IDAHO 83301.

Art. 5. Stock : The total authorized capital stock of this corporation is \$500,000.00 divided into 50,000 shares of common stock of the par value of \$10.00 each. The capital stock is to be paid in at such times and upon such conditions as the Board of Directors directs, either in cash, or by services rendered to the corporation, or by real and personal property transferred to it. Shares of stock, when issued in exchange for services or property, is fully paid up, the same as

Articles of Incorporation - 1

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tough paid for in cash at par, and are nonassessable forever, and the determination by the Board of Directors as to the value of any property or services received by the corporation in exchange for stock is conclusive.

Art. 6 . Incorporator, Initial Board of Directors and Initial Registered Agent : The name and post office address of the incorporator, initial Board of Directors and initial registered agent, and the number of shares of common stock described in Article 5 subscribed by him, are as follows :

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER</u>
Michael S. Brown	183 Atlantic St. Twin Falls, ID 83301	50
Mark D . Brown	183 Atlantic St. Twin Falls, ID 83301	50

Art. 7 . Initial Registered Agent : The name and post office address of the initial registered agent is Michael S. Brown, 183 Atlantic St. , Twin Falls, ID 83301

Art. 8 . Voting Power : At all meeting of stockholders of this corporation, every stockholder of record is entitled to one vote for every share of stock standing in his name on the books of this corporation. Cumulative voting of shares is authorized.

Art. 9 . Transfer of Stock : No common stock of this corporation can be transferred on the books of the corporation to anyone not a stockholder without the written consent of all common stockholders, unless the common stock is first offered for sale to the corporation, and secondly to each of the other common stockholders of this corporation, at a price to be determined by the rules and procedures outlined in the Bylaws of this corporation. The Bylaws of this

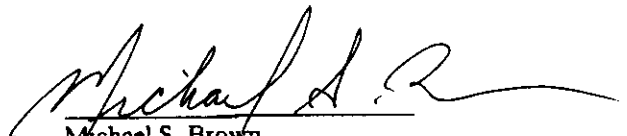

corporation will further prescribe the rules and regulations as to the formalities and procedures to be followed in effecting the transfer of common stock to anyone other than the common stockholders.

Art. 10 . Meetings, Officers, and Management : The method and manner of holding Directors' meetings and Stockholders' meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation will be determined by the Bylaws of this corporation and by the laws of the State of Idaho.

Art. 11 . Amendments : These Articles may be amended in any respect conformable to the laws of the State of Idaho by a 3 / 4 vote of the stockholders entitled to vote at a meeting of stockholders called for that purpose as prescribed by law.

Art. 12 . Dissolution : At any special meeting called to consider the subject, the corporation, upon an unanimous recommendation of the Board of Directors, may dissolve the corporation, provided that at least 3 / 4 of the members of the Board are present at such meeting, and provided that at least 3 / 4 of the stockholders vote affirmatively in favor of the dissolution. If there is a vote approving dissolution, the Board of Directors shall appoint a committee of three to liquidate the assets of the corporation and pay the debts of the corporation. After the debts have been paid the committee shall divide the net proceeds to the stockholders in proportion to the number of shares each holds.

IN WITNESS WHEREOF , We have hereunto set out hands this 14th day of
December , 2001


Michael S. Brown

Mark D. Brown