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# State of Idaho

## Department of State

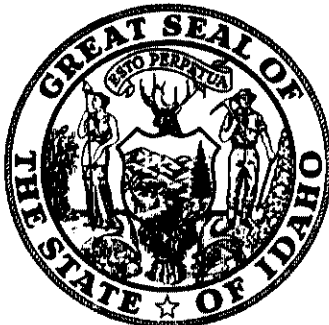
### CERTIFICATE OF INCORPORATION OF

SHEPHERD ENGINEERING, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 26, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shepherd Engineering*

**ARTICLES OF INCORPORATION**

**OF**

**SHEPHERD ENGINEERING, INC.**

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SEC. OF STATE

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**KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:**

**I.**

**The name of the corporation is Shepherd Engineering, Inc.**

**II.**

**The purposes for which the Corporation is organized are:**

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a professional engineer, duly licensed under the laws of the State of Idaho, is authorized to render, including, but not limited to, the planning, designing, investigating, consulting, evaluating, or supervising the construction or operation of buildings, structures, works, and property, subject to the provisions of 54-1235 Idaho Code, as now enacted or hereafter amended; and

(b) To offer and provide such allied professional services to the public in connection with providing engineering services now authorized by 30-1303 Idaho Code, or as hereafter enacted;

(c) To own real and personal property necessary or appropriate for the rendering of the professional engineering services and to invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment whatsoever;

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(d) To do everything necessary and proper for the accomplishment of any of the purposes, or the attaining of any of the objects or the furtherance of the purposes, enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation.

The foregoing paragraphs shall be construed as enumerating the purposes of the Corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

### III.

This Corporation shall have all the power, authority, and capacity set forth in the Idaho Business Corporation Act as now enacted or hereafter amended, subject only to the limitations stated in the preceding paragraph designated II.

### IV.

The Corporation shall have perpetual existence.

### V.

The location of the initial registered office of the corporation is 1135 Yellowstone, Suites D & E, Pocatello, Idaho 83201, and L. Wayne Shepherd shall serve as the initial registered agent of the corporation.

### VI.

The aggregate number of shares of which the corporation shall have authority to issue is 10,000 shares without par value.

### VII.

Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except that at all elections of the directors of this corporation, each shareholder shall be entitled to as many votes as

shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director or he may distribute the votes among the number of directors to be voted for, or any two or more of them, as he may see fit.

#### VIII.

The Board of Directors of the corporation shall consist of one (1) member, unless otherwise modified from time to time by the bylaws of the corporation. The directors shall be elected annually in accordance with the provisions of Idaho Code § 30-1-36, as currently enacted or hereafter amended. There shall be no classification of directors or staggering of their terms.

#### IX.

The name and post office address of the member of the initial Board of Directors of the Corporation who shall serve until the first meeting of shareholders, or until his successor has been duly elected and qualified is as follows:

NAME

ADDRESS

L. Wayne Shepherd

1135 Yellowstone, Suites D & E  
Pocatello, ID 83201

#### X.

The name and address of the incorporator is L. Wayne Shepherd  
1135 Yellowstone, Suites D & E, Pocatello, ID 83201.

XI.

These Articles of Incorporation may be modified or amended from time to time by an affirmative vote of all the Board of Directors at a meeting duly called pursuant to law.

IN WITNESS WHEREOF, I have hereunto set my hand this 6 day of May, 1993.

L. Wayne Shepherd  
L. Wayne Shepherd

STATE OF IDAHO           )  
                                  : ss  
County of Bannock        )

On this 6<sup>th</sup> day of May, 1993, before me, a Notary Public in and for said County and State, personally appeared L. Wayne Shepherd, known or identified to me to be the person whose name is subscribed to the within instrument and 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.

(SEAL)

[Signature]  
NOTARY PUBLIC FOR IDAHO  
Residing at Pocatello, Idaho  
My Commission Expires on: 11/3/98

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# STATE OF IDAHO

## BOARD OF PROFESSIONAL ENGINEERS AND PROFESSIONAL LAND SURVEYORS

600 SOUTH ORCHARD, SUITE A  
BOISE, IDAHO 83705  
(208) 334-3860

May 14, 1993

Secretary of State  
Statehouse Mail  
Boise, Idaho 83720

Attn: Sally T. Clark

Dear Ms. Clark:

Pursuant to Idaho Code 54-1235, this is to notify you that Shepherd Engineering, Inc., 1135 Yellowstone, Pocatello, ID 83201 is eligible to receive a Certificate of Authorization to practice professional engineering/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 "David L. Curtis" with a small "for" written below it.

David L. Curtis, P.E.  
Executive Secretary

DLC:lab

cc: Shepherd Engineering, Inc.