

# State of Idaho

## Department of State

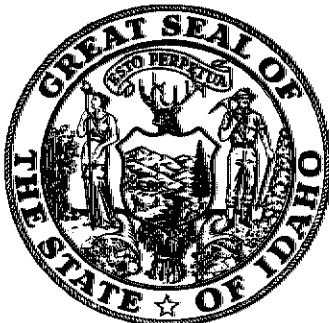
### CERTIFICATE OF INCORPORATION OF

PAYNE ENGINEERING INCORPORATED  
File number C 116097

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: August 15, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shannon Breier*

JUL 19 9 57 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

AUG 15 2 00 PM '96  
SECRETARY OF STATE  
STATE OF IDAHO

#### ARTICLES OF INCORPORATION

The undersigned, acting to incorporate a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is Payne Engineering Incorporated

2. DURATION: The period of its duration is perpetual.

3. PURPOSES: This corporation may transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

4. SHARES AUTHORIZED: The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares at \$1.00 par value common stock.

5. PREEMPTIVE RIGHTS: Shareholders shall have preemptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.

6. BUSINESS AFFAIRS: Provisions for the regulation of the internal affairs of the corporation are such as may be provided in detail by the corporation's By-Laws, including restrictions on transfer of shares.

7. REGISTERED AGENT AND OFFICE: The initial registered agent is:

Todd E. Payne

and the initial registered office is:

107 So. 18th Ave  
Pocatello, ID 83201

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8. BOARD OF DIRECTORS: The initial Board of Directors shall consist of two individuals who will serve until the first annual shareholder meeting or until their successors are elected and qualified. The directors' names and addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Todd E. Payne	107 So. 18th Ave. Pocatello, ID 83201
Eldon M. Payne	107 So. 18th Ave Pocatello, ID 83201

9. INCORPORATOR: The name and address of the incorporator is:

Todd E. Payne  
107 So. 18th Ave  
Pocatello, ID 83201

10. STOCK TRANSFER RESTRICTIONS: Transfer of this corporation's stock shall be restricted; those restrictions are set forth in detail in this Corporation's By-Laws.

DATED

18 July 1994.

Todd Payne  
Todd E. Payne, Incorporator

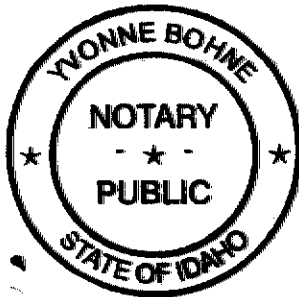
STATE OF IDAHO )

:SS

County of Bannock)

On this 18 day of July, 1996, before me, the undersigned Notary Public, in and for said State, personally appeared Todd E. Payne, known 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 first written above.



Yvonne Bohne  
NOTARY PUBLIC - STATE OF IDAHO  
My Commission Expires: 12/15/2001