



**Department of State.**

**CERTIFICATE OF INCORPORATION**

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

**McCARTER AND TULLER, INC.**

was filed in the office of the Secretary of State on the **Fourth** day  
of **January** A.D. One Thousand Nine Hundred **Sixty-five** and  
~~will be~~ ~~-----microfilm~~  
duly recorded on Film No. of Record of Domestic Corporations, of the State of Idaho,  
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and  
successors are hereby constituted a corporation, by the name hereinbefore stated, for  
**perpetual existence** from the date hereof, with its registered office in this State located at  
**Boise** in the County of **Ada**

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this **4th** day of **January**,  
A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
McCARTER AND TULLER, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho and pursuant to, and subject to the provisions of, Title 54, Chapter 12, of the Idaho Code, having reference to the practice of professional engineering by corporations, do hereby certify as follows:

ARTICLE I

The name of the corporation is McCARTER AND TULLER, INC.

ARTICLE II

The objects and purposes for which this corporation is formed and the powers of such corporation are as follows:

1. To engage in every phase and aspect of the business and <sup>professional engineering</sup> practice within the State of Idaho and elsewhere, including any of the other States, territories, District of Columbia, and colonies of the United States, as well as in foreign countries or territories, and to do any business and perform any activity related or incidental thereto, or

convenient therefor; provided, however, that all personnel of this corporation who shall act in its behalf as engineers shall be registered and licensed professional engineers under the laws of the State of Idaho, or persons lawfully practicing professional engineering under such laws, and provided further, that this corporation shall be in no way relieved of any responsibility for the conduct or acts of its agents, employees or officers by reason of its compliance with the provisions of Title 54, Chapter 12, of the Idaho Code, as amended, and subject also to all other provisions and qualifications of the Professional Engineering Law of the State of Idaho as set forth in said Title 54, Chapter 12, of the Idaho Code, as amended, and subject also to the professional engineering laws of any other State, territory, District of Columbia, or colonies of the United States, or foreign countries, or territories, with regard to any professional engineering activities performed therein;

2. To acquire, buy, sell, trade, bargain and otherwise deal in and with all types and kinds of realty and all interests therein;

3. To acquire, purchase, sell or otherwise deal in contracts, mortgages, trust deeds, and all other forms of real property, securities, equities and interest;

4. To invest in lands and all forms of realty and personal property, and to buy, sell, hypothecate, mortgage, pledge, bargain, trade, acquire and dispose of in any way

or manner whatsoever all forms of realty and personalty;

5. To loan money on realty, personalty or interests therein and to otherwise deal in any way or manner whatsoever in tangible or intangible property interest, both real and personal;

6. To own and hold real and personal property and to rent or lease the same;

7. To do any and all things necessary, reasonable, proper, convenient or incident to carrying out the purposes for which this corporation is formed;

8. To borrow money and to pledge, mortgage or hypothecate corporate property, or in any way or manner secure the payment of the same.

9. To conduct business in this state or any other state, District of Columbia, territories and colonies of the United States and foreign countries or territories, and to maintain one or more places of business outside of this state, and to receive, purchase, hold, acquire, mortgage, assign, transfer, lease, release, convey and otherwise deal in and with any real or personal property or any interest therein, either within or outside the State of Idaho, reasonably calculated to promote the purposes hereinabove stated to this corporation;

10. To acquire the operating name, good will, property rights, and the whole or any part of any estate, tangible or intangible, and of any business, and to assume the liabilities

of any person, firm, association, corporation or other business organization and pay for said good will, property rights and assets in cash and the stock of this company, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor thereof, and to hold in any manner or dispose of all or any part of the property so acquired.

11. To conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in and about the conduct and management of such business or businesses, directly or indirectly related to the purposes and objects of this corporation, or though not so connected, to preserve or protect the assets of this corporation.

12. To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge and reissue shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

13. To have, exercise, enjoin, and participate in all powers now or hereafter granted to corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by Chapter I, Title 30, I.C., including any future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business or businesses and for the carrying

into effect of any and all objects and purposes of this corporation; subject, however, to the provisions, qualifications and prohibitions with respect to the practice of professional engineering as set forth in Title 54, Chapter 12, of the Idaho Code, as amended.

14. To do all things which a natural person might do, it being expressly provided that the aforesaid enumeration of purposes shall not be construed to be limitations upon the powers and purposes of this corporation.

### ARTICLE III

This corporation shall have perpetual existence.

### ARTICLE IV

The location and post office address of the registered office of the corporation is 111 South 22nd Street, Boise, Idaho.

### ARTICLE V

The capital stock of this corporation shall be the sum of \$25,000.00, divided into 2,500 shares of common stock, each having a par value of \$10.00 per share. No distinction shall exist between the shares of this corporation and all such shares shall have the same rights in such corporation, and shall be non-assessable when paid in full.

### ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Donald C. McCarter	6615 Morton Drive, Boise, Idaho	1
William H. Tuller, Jr.	8511 Vincent Boise, Idaho	1
Howard Humphrey	3730 East Clement Road, Boise, Idaho	1

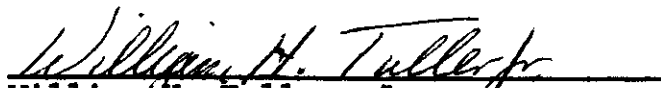
The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever; subject, however, to any of the provisions, qualifications or prohibitions of Title 54, Chapter 12, of the Idaho Code, as amended, with regard to activities in the practice of professional engineering.

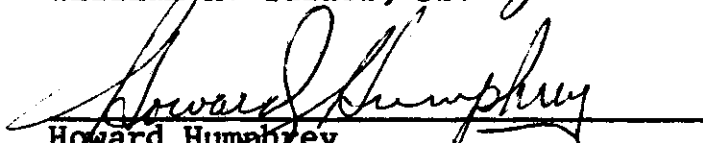
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein, are granted subject to this reservation.

We, the undersigned, being all of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively agree to take the number of shares of stock hereinbefore set opposite our names,

and, accordingly, have hereunto set our names, hands and  
seals this 29th day of December, 1964.

  
Donald C. McCarter

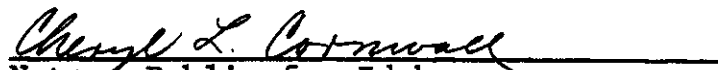
  
William H. Tuller, Jr.

  
Howard Humphrey

STATE OF IDAHO     )  
                              )     ss.  
County of Ada     )

On this 29th day of December, 1964, before me, the  
undersigned, a Notary Public in and for said State, per-  
sonally appeared DONALD C. McCARTER, WILLIAM H. TULLER, JR.,  
and HOWARD HUMPHREY, known to me to be the persons whose  
names are subscribed to the within instrument, and acknow-  
ledged to me that they 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.

  
Notary Public for Idaho  
Residing at Boise, Idaho