



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SCHREIBER CONSULTANTS, 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 _____

SCHREIBER CONSULTANTS, INC.

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 October 20, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

OCT 20 8 44 AM '80

SECRETARY OF STATE

ARTICLES OF INCORPORATION
of
SCHREIBER CONSULTANTS, INC.

We, the undersigned, being three (3) natural persons of full age, all of whom are citizens of the United States, have this day voluntarily associated ourselves for the purposes of forming a private corporation under and pursuant to the Statutes and Laws of the State of Idaho and hereby adopt the following Articles of Incorporation:

I.

The name of the proposed corporation is:

SCHREIBER CONSULTANTS, INC.

II.

The duration of this corporation shall be perpetual.

III.

The location and post office address of the registered office of the corporation in the State of Idaho shall be:

Schreiber Consultants, Inc.

303 Park Drive

Coeur d'Alene, Idaho 83814

IV.

The purposes of this corporation shall be:

A. To have and exercise all of those corporate powers as are granted by virtue of 30-1-4 Idaho Code. In addition thereto, and without limitation thereon, such corporation shall be authorized and empowered to design, test, construct, operate, manage and render consultation to all types of hydraulic works, and water works of every kind, nature and description; to contract for the rendition of consulting services including engineering services therewith.

B. Pursuant to 30-1-6 Idaho Code, to purchase, acquire and own stock in this corporation or other corporations.

C. To buy, own, contract for and sell, real and personal properties including the development thereof as authorized by law; to contract with municipal, public and governmental agencies for the purposes of rendering consultations, engineering, or other related services; to contract with persons, companies, partnerships or associations in association, joint venture or otherwise, for the performances of engineering and consulting services.

V.

The capital of this corporation shall be represented solely by non-assessable common stock, all of which stock shall have full voting rights in conformity with the Statutes of the State of Idaho. The total number of par value shares of stock shall be 25; the aggregate par value of the total authorized number of par value shares is \$25,000.00. The total authorized number of shares shall have

a par value of \$1,000.00 per share.

VI.

The corporation, by and through it's officers and directors, shall, pursuant to the provisions of 30-1-23(a) Idaho Code, have the power to enter into such contracts and agreements in respect to the restrictions upon transfer of stock issued by this corporation.

VII.

The corporation particularly disclaims that any shareholder of stock in this corporation shall have any pre-emptive rights to stock to be issued by the corporation as provided by 30-1-26, Idaho Code.

VIII.

The Board of Directors of the corporation, pursuant to the provision of 30-1-27 Idaho Code, shall have the right to adopt By-Laws of this corporation and shall, by a two-thirds (2/3) majority vote of the Directors, have the right to amend, repeal, and modify the By-Laws of the corporation, subject to the shareholders rights as proclaimed by 30-1-27 Idaho Code.

IX.

The names and Post Office address of each of the incorporators and the number and class of shares for which each has subscribed herein are as follows:

<u>Name and Address</u>	<u>No. of Shares Common Stock</u>
DAVID L. SCHREIBER 303 Park Drive Coeur d'Alene, Idaho 83814	1
SUSAN SCHREIBER 303 Park Drive Coeur d'Alene, Idaho 83814	1

3. ARTICLES OF INCORPORATION

	No. of Shares Common Stock
E. L. MILLER	<u>1</u>
216 Lakeview Drive	
Coeur d'Alene, Idaho	

X.

No stockholder shall be liable for any debt of the corporation in accordance with and pursuant to the Statutes of the State of Idaho which govern and control this corporation.

XI.

The Board of Directors of such corporation shall be three (3) in number. No person shall be required to be a shareholder or stockholder of the corporation to hold office as a Director nor shall any director be required to be a resident of the State of Idaho. The Directors shall have such powers, duties and authority as are authorized and provided by 30-1-35 Idaho Code, and as may be prescribed by the By-Laws of the corporation not in conflict therewith. The original Board of Directors of said corporation shall be:

DAVID L. SCHREIBER,
SUSAN SCHREIBER, and
E. L. MILLER,

who shall serve until their successors have been duly elected as provided by the By-Laws of the Corporation.

XII.

The registered agent for such corporation shall be:

DAVID L. SCHREIBER
303 Park Drive
Coeur d'Alene, Idaho
83814

IN WITNESS WHEREOF the parties to these Articles of

4. ARTICLES OF INCORPORATION

Incorporation have this 2nd day of October,
1980, set their hands.

David L. Schreiber
David L. Schreiber

Susan Schreiber
Susan Schreiber

E. L. Miller
E. L. Miller

STATE OF IDAHO)
County of Kootenai) ss.

On this 2nd day of October, 1980,
before me, the undersigned Notary Public, personally appeared
DAVID L. SCHREIBER and SUSAN SCHREIBER and E. L. MILLER, known
to me to be the persons whose names are subscribed to the
foregoing Articles of Incorporation, and they each acknowledged
to me that they executed the same.

WITNESS my hand and seal the day and year first above
written.

Lay Brockley
Notary Public for Idaho
Residing at Coeur d'Alene
My commission expires: Life