

ARTICLES OF INCORPORATION  
OF  
MORELL ENGINEERING, P.C.

FILED

99 SEP 17 AM 10:17  
99 SEP 30 PM 2:20  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, who is duly licensed to practice engineering in the State of Idaho, desire to form a professional corporation pursuant to I.C. 30-1301 et seq. For the purpose of rendering engineering services, and adopts the following articles of incorporation for such incorporation:

ARTICLE I.

Name.

The name of this Corporation is MORELL ENGINEERING, P.C.

ARTICLE II.

Period of Duration.

The duration of this Corporation is to be perpetual.

ARTICLE III.

Purposes and Powers.

Section 1. Purposes. The purpose for which this Corporation is organized is to engage in the general practice of engineering. Such professional services shall only be rendered through the corporation's officers, employees (as defined in I.C. 30-1305), and agents who are duly licensed or otherwise legally authorized to render such professional services in Idaho.

Section 2. Powers. In connection with the above-mentioned purpose, the corporation shall have the power to invest its funds in real estate, mortgages, stock, bonds, or any other type of investment and to acquire, own, and dispose of real and personal property, and to transact and engage in any and all lawful acts for which professional service corporations may be incorporated under the laws of the State of Idaho and shall have all the powers specified in the Idaho Professional Service corporation Act.

ARTICLE IV.

Stock Clauses.

The aggregate number of shares which this Corporation shall have authority to issue is 100 common shares, no par value. The Corporation shall not have the authority to issue shares in series.

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Stock shall be issued only to persons who are licensed to practice engineering in the State of Idaho.

#### ARTICLE V.

##### Registered Office and Registered Agent.

The address and post office box of the registered office of this corporation are 1007 Warm Springs Road, P.O. Box 2401, Ketchum, Idaho, 83340. The name of the initial registered agent of this corporation at that address is Matt P. Morell.

#### ARTICLE VI.

##### Directors.

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws and may be fewer than three in the event that the Corporation has less than three shareholders, in accordance with the laws of the State of Idaho. The initial Board of Directors shall consist of one member. The names and addresses of the person who is to serve as director until a successor is elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
Matt P. Morell	P.O. Box 2401, Ketchum, Idaho, 83340

#### ARTICLE VII.

##### Incorporators.

The name and address of the incorporator of this Corporation is Matt P. Morell.

P.O. BOX 2401, KETCHUM, ID 83340

#### ARTICLE VIII.

##### Provisions for Regulation of Corporation's Internal Affairs.

Section 1. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

Section 2. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Professional Service Corporation Act and these

Articles of Incorporation.

Section 3. Compensation of Directors. The Board of Directors shall not receive compensation for their services as directors. A director may serve the corporation in any other capacity and may receive compensation therefrom in any form.

Section 4. Contracts in which Directors Have an Interest. The Bylaws of the corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect.

Section 5. Indemnification of Directors and Officers. The Bylaws of the corporation shall provide for the circumstances in which Directors and officers of the corporation may be entitled to indemnification.

ARTICLE IX.

Amendment of Articles of Incorporation.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of more than seventy-five percent (75%) of the shareholders entitled to vote in a meeting of shareholders called for such purpose as prescribed by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 27 day of August, 1999.

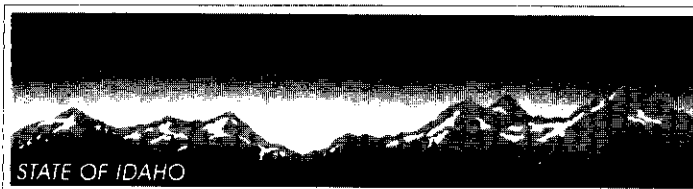
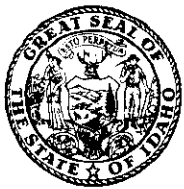
  
MATT P. MORELL

STATE OF IDAHO     )  
                                  :SS.  
County of Blaine     )

On this 27 day of August, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared MATT P. MORELL, 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 affixed my official seal the day and year in this certificate first above written.

Kathleen E. Burns  
Notary Public for Idaho  
Residing at Blaine County  
Commission expires 2000



**BOARD OF PROFESSIONAL ENGINEERS  
AND PROFESSIONAL LAND SURVEYORS**

600 SOUTH ORCHARD, SUITE A  
BOISE, IDAHO 83705-1242  
(208) 334-3860 TDD RELAY 1-800-377-3529

September 10, 1999

Secretary of State  
Statehouse Mail  
Boise, Idaho 83720

Attn: Tonya Herold

Dear Ms. Herold:

Pursuant to Idaho Code 54-1235, this is to notify you that Morell Engineering, P.C., P.O. Box 2401, Ketchum, ID 833340 is eligible to receive a Certificate of Authorization to practice engineering in the State of Idaho as a corporation.

Sincerely,

A handwritten signature in cursive script, reading "Linda A. Bowcutt".

Linda A. Bowcutt  
Administrative Secretary

cc: Morell Engineering, P.C.