

**FILED EFFECTIVE**

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**STATEMENT OF CONVERSION**

SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to the provisions of Idaho Code Sections 30-18-401, et seq., of the Idaho Entity Transactions Act, QUANTUM GROUP ENGINEERING, P.L.L.C., an Idaho professional limited liability company (the "Company") hereby declares its conversion to QUANTUM GROUP ENGINEERING, P.C., an Idaho professional service corporation (the "Corporation") under the Idaho Professional Service Corporation Act. The Company further states as follows:

- (a). The converting entity is QUANTUM GROUP ENGINEERING, P.L.L.C., an Idaho professional limited liability company.
- (b). The converted entity is QUANTUM GROUP ENGINEERING, P.C., an Idaho professional service corporation.
- (c). This Statement of Conversion shall be effective upon filing.
- (d). The Plan of Conversion was adopted and approved by the converting entity in accordance with Part 4 of the Idaho Entity Transactions Act.
- (e). The Articles of Incorporation of QUANTUM GROUP ENGINEERING, P.C., an Idaho professional service corporation, are attached hereto as Exhibit A.

DATED this 5<sup>th</sup> day of March, 2008.

QUANTUM GROUP ENGINEERING, P.L.L.C.

  
William E. O'Donnell, Manager

IDAHO SECRETARY OF STATE  
03/13/2008 05:00  
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**ARTICLES OF INCORPORATION  
OF  
QUANTUM GROUP ENGINEERING, P.C.**

The undersigned, acting as an incorporator under the Idaho Professional Service Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE:**

**NAME**

The name of the corporation is QUANTUM GROUP ENGINEERING, P.C.

**ARTICLE TWO:**

**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE THREE:**

**PURPOSES AND POWERS**

The purposes of the corporation and its powers include the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Professional Service Corporation Act, including but not limited to the performance of professional engineering services.

**ARTICLE FOUR:**

**STOCK**

The aggregate number of shares of common stock which the corporation shall have authority to issue is 1,000, and those shares shall be of no par value. All shares of stock shall be fully paid for before being issued, and after issuance shall be nonassessable. Shareholders shall have a preemptive right to acquire unissued or treasury shares under such terms and conditions as the Board of Directors may fix for the purpose

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**EXHIBIT A**

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of providing a fair and reasonable opportunity for the exercise of such right. The preemptive right shall exist in all events, including but not limited to:

(1) To acquire any shares issued to directors, officers or employees;

(2) To acquire any shares sold otherwise than for cash; and

(3) To acquire any shares issued to satisfy conversion or option rights granted by the corporation on previously authorized sales.

#### **ARTICLE FIVE:**

##### **LOCATION**

The location and address of the initial registered office of the corporation is 543 W. 19th, Idaho Falls, Idaho 83402, and the name of its initial registered agent at that address is William E. O'Donnell.

#### **ARTICLE SIX:**

##### **INCORPORATORS**

The name and address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
William E. O'Donnell	543 W. 19th Idaho Falls, Idaho, 83402

#### **ARTICLE SEVEN:**

##### **BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successors are elected and shall qualify are:

NAME

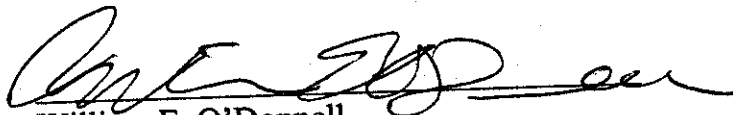
ADDRESS

William E. O'Donnell

543 W. 19th  
Idaho Falls, Idaho, 83402

The number of directors constituting the Board of Directors from time to time shall be fixed as stated in the Bylaws of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 5<sup>th</sup> day of MARCH, 2008.

  
William E. O'Donnell