

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

re: architecture + design, p.a.

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporators of a professional service corporation under Chapters 1 and 13, Title 30, Idaho Code, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation is: **re: architecture + design, p.a.**

SECOND: The purpose for which the corporation is organized is for the rendering of professional architecture services and/or allied professional services consistent with the laws of the State of Idaho pertaining to the practice of the profession of architecture and the provision of professional services allied thereto.

THIRD: The aggregate number of authorized shares, which the corporation shall have authority to issue, is 100,000 shares, with a par value of zero dollars (\$0) per share, all of which shall be common voting stock.

FOURTH: The address of the initial registered office of the corporation is 440 E. Corporate Dr., Suite 101, Meridian, Idaho 83642 and the name of its initial registered agent as such address is Wescott Edwards.

FIFTH: The names and addresses of the incorporators are:

Westcott Edwards
440 E. Corporate Dr.
Suite 101
Meridian, Idaho 83642

David Ruby
440 E. Corporate Dr.
Suite 101
Meridian, Idaho

IDAHO SECRETARY OF STATE
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SIXTH: The period of duration of the corporation is perpetual.

SEVENTH: There shall be no personal liability, either direct or indirect, of any officer of the corporation to the corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as an officer; except that this provision shall not eliminate the liability of an officer to the corporation or its shareholders for monetary damages for any breach, act, omission or transaction as to which the Idaho Business Corporation Act ("Act") or Professional Service Corporation Act ("Professional Act") (as in effect from time to time) prohibits expressly the elimination of liability. This provision is in the corporation's original articles of incorporation and, thus, is effective on the date of the corporation's incorporation. This provision shall not limit the rights of officers of the corporation for indemnification or other assistance from the corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the corporation, or any repeal or modification of the Act or Professional Act which permits the elimination of liability of officers by this Article, shall not affect adversely any elimination of liability, right or protection of an officer of the corporation with respect to any breach, act, omission, or transaction of such officer occurring prior to the time of such repeal or modification.

EIGHTH: In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Act, the Professional Act, or otherwise, the corporation shall possess and may exercise all powers to indemnify officers, employees, shareholders, fiduciaries and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The officers are hereby authorized on behalf of the corporation, and without shareholders action, to exercise all of the corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

NINTH: Voting Entitlement of Shares.

- a) Except as provided in sections (b) and (d) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholder's meeting. Only shares are entitled to vote.
- b) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

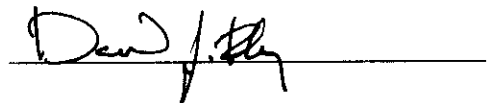
- c) Section (b) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.
- d) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

TENTH: Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Act or Professional Act.

IN WITNESS WHEREOF, we have subscribed these Articles of Incorporation this 14 day of January, 2005.



Wescott L. Edwards, Incorporator



David J. Ruby, Incorporator