



and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

7. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be one (1), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Robert Butler	224 S. State Street Shelley, ID 83274

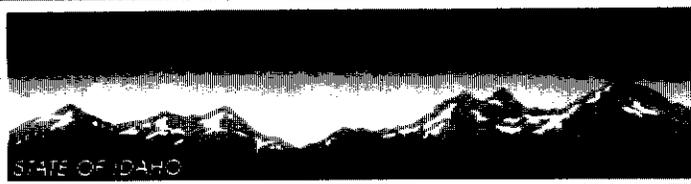
8. Preemptive Rights. The corporation elects not to have preemptive rights.

9. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted, the corporation to provide prior to such amendment).

10. Limitation of Liability. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 17th day of July, 1998.

Robert Butler  
Robert Butler, Incorporator



98 OCT -7 AM 9:43

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

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

September 22, 1998

Secretary of State  
Statehouse Mail  
Boise, Idaho 83720

Attn: Sally Clark

Dear Ms. Clark:

Pursuant to Idaho Code 54-1235, this is to notify you that Butler Engineering & Land Surveying, P.A., P.O. Box 473, Shelley, ID 83274 is eligible to receive a Certificate of Authorization to practice engineering and land surveying in the State of Idaho as a corporation.

Sincerely,

Linda A. Bowcutt  
Administrative Secretary

cc: Butler Engineering & Land Surveying, P.A.