

**ARTICLES OF INCORPORATION**

**OF**

**FILED**

98 OCT -7 AM 9:43

SECRETARY OF STATE  
STATE OF IDAHO

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SECRETARY OF STATE  
STATE OF IDAHO

**Butler Engineering & Land Surveying, P.A.**

1. Name. The name of the corporation is Butler Engineering & Land Surveying, P.A.
2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be 100,000 shares, all of which shall be common voting stock.
3. Registered office and agent. The registered office of the corporation is 224 S. State Street, Shelley, ID 83274, and its registered agent at that address is Robert Butler.
4. Incorporator. The name of the incorporator is Robert Butler, and the incorporator's address is 224 S. State Street, Shelley, ID 83274.
5. Voting Entitlement of Shares.

(1) Except as provided in sections (2) and (4) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

(2) 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.

(3) Section (2) 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.

(4) 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.

(5) Shareholders do not have the right to cumulate their votes for directors.

6. Corporate purpose. The purpose for which this corporation is organized is professional civil engineering and land surveying, and the transaction of any

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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 Aug, 1998.

Robert Butler  
Robert Butler, Incorporator



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**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.