

FILED EFFECTIVE

STATEMENT OF CONVERSION
OF
TRI-STATE CONSULTING ENGINEERS, LLC
TO
TRI-STATE CONSULTING ENGINEERS, INC.

08 APR 14 AM 10: 12
SECRETARY OF STATE
STATE OF IDAHO

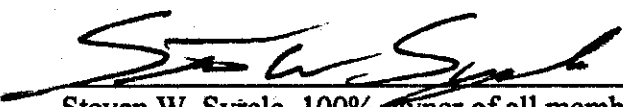
Pursuant to Idaho Code 30-18-405, the following statement of conversion of Tri-State Consulting Engineers, LLC, an Idaho limited liability company, to Tri-State Consulting Engineers, Inc., is hereby made for filing with the Secretary of State and provides as follows:

- A. The name, jurisdiction of organization and type of converting entity is Tri-State Consulting Engineers, LLC, an Idaho limited liability company.
- B. The name, jurisdiction of organization and type of converted entity is Tri-State Consulting Engineers, Inc., an Idaho corporation.
- C. The statement of conversion is effective upon filing.
- D. The plan of conversion was approved in accordance with Title 30 Corporations Chapter 18, Idaho Entity Transaction Act, Part 4, Conversion.
- E. The converted entity is an Idaho corporation being Tri-State Consulting Engineers, Inc. The text of its public organic document is the Articles of Incorporation of Tri-State Consulting Engineers, Inc., as attached hereto.

TRI-STATE CONSULTING ENGINEERS, LLC

Date: February 15, 2008.

By 
Steven W. Syrcle, Manager


Steven W. Syrcle, 100% owner of all membership units

IDAHO SECRETARY OF STATE
04/14/2008 05:00
CR: 19852 CT: 6168 BH: 1109828
1 @ 38.00 = 38.00 CONVERSION # 2
1 @ 28.00 = 28.00 EXPEDITE C # 3

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**ARTICLES OF INCORPORATION
OF
TRI-STATE CONSULTING ENGINEERS, INC.**

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I, H. James Magnuson, being over the age of eighteen (18) years of age and a citizen of the United States of America, for the purpose of forming a corporation under the Idaho Business Corporation Act, adopt the following articles of incorporation.

ARTICLE I

The name of this corporation shall be Tri-State Consulting Engineers, Inc.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized is to enter into any written or oral contract or to buy, sell, bargain, trade, convey, hire, rent, lease or in any other way acquire, disburse, obtain or release or provide, with or without written or oral contract or by any other lawful means, any form of personal property or services, without exception, and any form of real property, from or to any person, persons or entities, or any group, organization, governmental authority or business, at any time or in any place, anywhere without exception and transact any and/or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

This corporation shall have the authority to issue one million (1,000,000) shares of capital stock of the par value of ten cents (\$0.10) per share. There shall be no other class or shares of stock in this corporation.

ARTICLE V

The owners of shares of stock of this corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

ARTICLE VI

The Board of Directors shall have full power to adopt, alter, amend or repeal the bylaws or adopt new bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

IDAHO SECRETARY OF STATE
04/14/2008 05:00
CK: 19852 CT: 6160 BH: 1189820
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ARTICLE VII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

ARTICLE VIII

The address of the registered office of this corporation is 1250 Northwood Center Court, Coeur d'Alene, Idaho, 83814, and the name of its registered agent at such address is H. James Magnuson.

ARTICLE IX

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the bylaws, but the number of the first directors shall be one (1) and shall serve until the first meeting of shareholders and until successors are elected and qualified. The name and post office address of the first director is as follows:

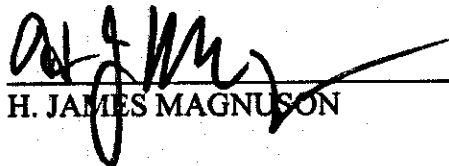
Steve Syrcle
Tri-State Consulting Engineers, Inc.
1400 Northwood Center Court, Suite A
Coeur d'Alene, ID 83814

ARTICLE X

The name and post office address of the incorporator of this corporation is as follows:

H. JAMES MAGNUSON
P. O. Box 2288
Coeur d'Alene, ID 83816-2288

The incorporator has signed these articles of incorporation this 15 day of February, 2008.



H. JAMES MAGNUSON

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 15 day of February, 2008, before me, the undersigned, a Notary Public for Idaho, personally appeared H. James Magnuson, 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 set my hand and affixed my official seal the day and year in this certificate first above written.



Stephanie Belden
Notary Public in and for the State of Idaho
Residing in Coeur d'Alene
Commission Expires 3/8/2010