

CERTIFICATE OF INCORPORATION
OF

Smith Associates, John R. Smith, A.I.A., P.A.

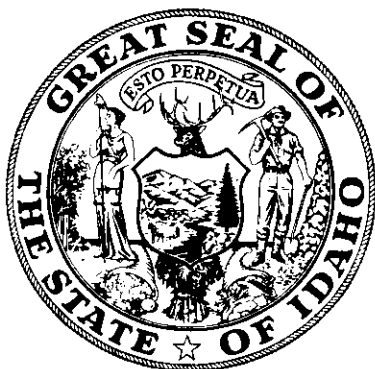
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

Smith Associates, John R. Smith, A.I.A., P.A.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated October 2nd, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FILED

10-2-79

9:55 am

ARTICLES OF INCORPORATION
OF
SMITH ASSOCIATES, JOHN R. SMITH, A.I.A., P.A.

The undersigned, a natural person of the age of twenty-one (21) years or more, acting as incorporator of a corporation under the Idaho Professional Service Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

CORPORATE NAME

The name of this corporation is Smith Associates, John R. Smith, A.I.A., P.A.

ARTICLE II

DURATION OF CORPORATION

The corporation is to have perpetual existence.

ARTICLE III

PURPOSES AND OBJECTIVES

The general purposes and objectives for which this corporation is organized and the profession to be practiced under such corporation is as follows:

(a) For the purpose of rendering professional architectural services as defined in §54-309, Idaho Code Annotated, and for the purpose of owning real and personal property necessary or appropriate for rendering architectural services ordinarily rendered by the architectural profession and such ancillary services as may be rendered therefor and/or thereto, and for the further purpose of investing its funds in real estate,

mortgages, stocks, bonds, and all such purposes as authorized by the Idaho Professional Service Corporation Act, Idaho Code Annotated, §30-1301 et. seq. and by corresponding provisions of any future Idaho law. The corporation shall also have all of the powers not inconsistent with said Professional Service Corporation Act which are conferred by the Idaho Business Corporation Act.

(b) The provisions of the preceding paragraph shall be construed both as purposes and powers of the corporation, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful purposes not inconsistent herewith are hereby included.

ARTICLE IV

SHARES

The aggregate number of shares which this corporation shall have authority to issue is 25,000 of a par value of One Dollar (\$1.00) per share. All stock shall be of the same class and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V

COMMENCING BUSINESS

This corporation shall not commence business until consideration of a value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

ARTICLE VI

BY-LAWS

The director shall adopt by-laws which are not inconsistent with law or these Articles for the regulation and management of the affairs of this corporation. Those by-laws may be amended from time to time or repealed pursuant to law.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The address of this corporation's original registered office and the name of its original registered agent at such address is John R. Smith, Box 00, Ketchum, Idaho 83340.

311 Sun Valley Rd *

ARTICLE VIII

DIRECTORS

There shall be one director of the corporation constituting the original Board. The number of directors of the Board shall thereafter increase or decrease to a minimum of one, so as to equal the number of shareholders of the corporation. The Board may not, however, exceed three directors, except by amendment to these Articles. The name and address of the original director is John R. Smith, Box 00, Ketchum, Idaho 83340. He shall serve as director until the first annual meeting of shareholder or until his successor is elected and qualified. No person may be a director of this corporation who is not an individual duly licensed to render architectural services in the State of Idaho.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is John R. Smith, Box 00, Ketchum, Idaho 83340.

ARTICLE X

ORIGINAL SHAREHOLDER

The name and address of the original shareholder of the corporation is John R. Smith, Box 00, Ketchum, Idaho 83340. This corporation may issue the shares of its capital stock only to persons licensed to practice architecture in Idaho, and a shareholder may voluntarily transfer his shares in the corporation only to a person who is duly licensed to render architectural services in Idaho. Any shares issued in violation of this provision are void. Upon the death or disqualification of a shareholder, the shares of the deceased or disqualified shareholder may be handled pursuant to the provisions of Idaho Code Annotated, §30-1309A and corresponding provisions of any future Idaho law.

ARTICLE XI

OFFICERS

The name of the original officers of the corporation and their places of residence are:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS OF RESIDENCE</u>
President	John R. Smith	Box 00 Ketchum, Idaho 83340
Vice-President	Sue Taylor Smith	Box 619 Ketchum, Idaho 83340
Secretary	Sue Taylor Smith	Box 619 Ketchum, Idaho 83340
Treasurer	John R. Smith	Box 00 Ketchum, Idaho 83340

The persons holding the offices of President and Treasurer shall be persons licensed to practice architecture in Idaho.

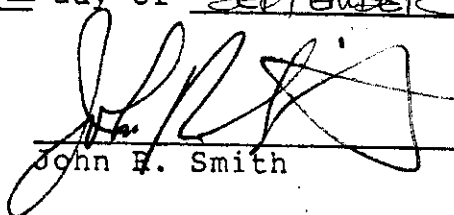
ARTICLE XII

OFFICERS AND DIRECTORS CONTRACTS

No contract or other transaction between this corporation and any other corporation, trust, association, partnership or individual shall be affected by the fact that a director or officer of the corporation is interested in, or is a director, trustee, beneficiary, officer, partner or a member in any other capacity of such entity. Any director, individually or with others, may be a party to or interested in, any transaction of this corporation, or any transaction in which this corporation is interested. No contract or other transaction of this corporation with any person, firm, corporation, trust, partnership or otherwise shall be affected by the fact that any director of this corporation (a) is a party to, or is interested in, such contract, act, or transaction, or (b) is in some way connected with

such person, firm, corporation, trust, partnership or other entity. Each person who is now or may become a director of this corporation is hereby relieved from liability that might otherwise obtain in the event such director contracts with such corporation for the benefit of himself or any firm, trust, partnership, association or corporation in which he may be interested in any way, provided said director acts in good faith.

DATED this 28th day of SEPTEMBER, 1979.



John R. Smith

STATE OF IDAHO)
 : ss
COUNTY OF BLAINE)

I, Lorrie Farris, a Notary Public of the State of Idaho, hereby certify that on the 28th day of September, 1979, personally appeared before me, John R. Smith, who, being by me duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

DATED this 28th day of September, 1979.

Lorrie Farris

Notary Public
Residing at: Ketchum, Idaho

My Commission Expires:

n/a