

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

**BRIGGS ENGINEERING, INC.**

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 the above named corporation, 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: **August 20, 1986**



*Pete T. Cenarrusa*  
\_\_\_\_\_  
**SECRETARY OF STATE**

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
BRIGGS ENGINEERING, Inc.

*Aug 20 1 32 PM '86*  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are natural persons of full age, citizens of the United States of America and residents of the State of Idaho, have this day voluntarily associated ourselves together, and do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a corporation under the provisions of Title 30, Chapter 1, Idaho Code, as amended, for the purposes hereinafter stated.

**ARTICLE I**

The name of the Corporation shall be "BRIGGS ENGINEERING, Inc."

**ARTICLE II**

The term for which this corporation shall exist shall be in perpetuity.

**ARTICLE III**

The objects and purposes for which this corporation is formed shall be and are:

(1) To contract for the engineering, planning, land surveying, designing, alteration, construction, land development, repairing or maintenance of any and all types of property, including but not restricted to buildings, railroads, utilities, sewer systems, roads, water systems, airports, irrigation systems, bridges, roads, warehouses, factories, mills, engines, and property of every description, so far as not contrary to law; to handle, trade sell or use any and all types of machinery, or other appliances or equipment; to engage in any and all facets of professional engineering, planning and land surveying as may be undertaken by a corporation under the provisions of Title 54, Chapter 12, Idaho Code, as amended; and the transaction of any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporations act.

(2) To purchase, lease or otherwise acquire real and personal property of all kinds in the United States or elsewhere, and to sell, exchange, lease, mortgage or otherwise deal with the whole or any part of such property or rights, and generally to do anything or perform any act which, in the judgment of the directors or stockholders of the company, shall be necessary or

proper and conducive to the best interests of said company in accomplishing any of the objects or purposes herein set out.

(3) To purchase or otherwise acquire, lease, assign, mortgage, pledge, sell or otherwise dispose of any trade names, trademarks, processes, inventions, formulae, patents, patent rights or letters of patent, processes of any nature whatsoever, either of the United States or of any foreign countries, and to accept and grant licenses thereunder.

(4) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, and whether created by or under the laws of the State of Idaho, or otherwise, and while owners of any such shares of the capital stock or bonds or other property, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time, to the same extent as natural persons might or could do.

(5) To purchase, hold, sell and reissue the shares of the stock of this corporation.

(6) To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, goodwill and assets of any person, firm, association or corporation, either foreign or domestic, engaged in any business in which this corporation would have the right to engage under these Articles of Incorporation.

(7) To carry on any business whatsoever which the corporation may deem proper and convenient in connection with the purposes herein expressed, or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation, or to enhance the value of its property.

(8) To deal in and with goods, wares, merchandise and all other forms of personal property, without limitation, or any interest therein, whether within the State of Idaho or elsewhere, to the same extent that a natural person might so do.

(9) To borrow money or otherwise incur indebtedness, without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures,

notes, drafts, bills of exchange, negotiable instruments, and all other evidence of indebtedness, negotiable or non-negotiable, whether secured or unsecured.

(10) For the purpose of securing all or any of its contracts, obligations or liabilities, to convey, transfer, assign, deliver, mortgage, pledge or otherwise hypothecate all or any part of the property or assets at any time held or owned by this corporation.

(11) To conduct its business and exercise all or any of its powers as above specified, or otherwise, in the State of Idaho, or in any other state, territory or colony of the United States, the District of Columbia, or any other part of the world, as fully and to the same extent as natural persons might or could do, either alone or in association with others, and at its option to have one or more offices or places of business as shall be determined by its Board of Directors within the State of Idaho or elsewhere, in addition to its registered and principal place of business as set out in these Articles.

(12) It is intended that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which is permitted under the laws of the State of Idaho, under which this corporation is organized, to the same extent and as fully as a natural person might or could do.

## ARTICLE IV

The business of this corporation shall be managed and conducted by a Board of Directors of at least three (3) Directors, the first Board to be elected at the first annual meeting of the stockholders of this corporation and the entire Board to be elected annually at the annual meeting of the stockholders of this corporation as provided in the bylaws.

## ARTICLE V

The initial Board of Directors shall consist of three (3) members, to serve until the first annual meeting of stockholders or until their successors be elected and qualify. The names and address of the member of the initial Board of Directors is as follows:

William W. Briggs, 7198 Cascade Drive, Boise, Idaho 83704

Shirley C. Briggs, 7198 Cascade Drive, Boise, Idaho 83704

Anne M. Briggs, 7198 Cascade Drive, Boise, Idaho 83704

## ARTICLE VI

The location and post office address of the registered office of this corporation in the State of Idaho shall be 7198 Cascade Drive, Boise, Idaho 83704. The name and address of the registered agent of this corporation in the State of Idaho shall be William W. Briggs, 7198 Cascade Drive, Boise, Idaho 83704.

## ARTICLE VII

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business, or at such other place within or without the State of Idaho as may be at the time determined by the Board of Directors.

## ARTICLE VIII

This corporation shall be authorized to contract with its officers and directors for employment or otherwise, and said contracts shall be binding even though the parties beneficially interested are members of the Board whose vote is necessary for approval of the action taken.

## ARTICLE IX

The capital stock of this corporation shall be divided into one thousand (1,000) shares of no par, nonassessable, common stock.

## ARTICLE X

All personnel of this corporation who act in its behalf as professional engineers or land surveyors in the State of Idaho shall be registered as provided in Title 54, Chapter 12, Idaho Code, or shall be persons lawfully practicing under the exemptions enumerated in Sections 54-1223, Idaho Code, or the then applicable law.

## ARTICLE XI

The name and post office address, together with the number of shares of stock subscribed by the incorporator, are as follows:

William W. Briggs  
7198 Cascade Drive  
Boise, Idaho 83704

One ( 1 ) Share

Dated this 20<sup>th</sup> day of August, 1986.

By:   
William W. Briggs

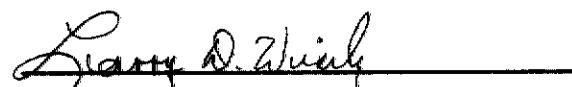
STATE OF IDAHO )

) ss

County of Ada )

On this 20<sup>th</sup> day of August, 1986, before me, the undersigned, a notary public in and for said county and state, personally appeared William W. Briggs, 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 same day and year in this certificate first above written.

  
Larry D. Whinby  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires 2/11/92