

FILED/EFFECTIVE
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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
CENTER FOR INNOVATION IN PROJECT AND PRODUCTION MANAGEMENT, INC.
AN IDAHO NON-PROFIT CORPORATION

- ONE:** The name of this corporation is the Center for Innovation in Project and Production Management, Inc.
- TWO:** This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Idaho Nonprofit Corporation Act for charitable purposes. The specific purpose for which this corporation is organized is to develop knowledge concerning the management of project-based production systems.
- THREE:** The name and address in the State of Idaho of this corporation's initial agent for service of process is Gregory A. Howell, 101 Alpine Drive, Ketchum, ID 83340.
- FOUR:** (a) This corporation is organized and operated exclusively for scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- (b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
- FIVE:** The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

- | | |
|---|--|
| Glenn Ballard
4536 Fieldbrook
Oakland, CA 94619 | Leo Linbeck
Box 22500
Houston, TX 77227-2500 |
| Jeffrey Beard
1010 Massachusetts Avenue, NW #350
Washington, DC 20001 | Robert Miles
5550 Airline Drive
Houston, TX 77076-4998 |
| Jim Carroll
100 Fluor Daniel Dr
Greenville, SC 29607-2762 | Paul Reiser
Box 419
Appleton, WI 54912-0419 |
| Greg Howell
Box 1003
Ketchum, ID 83340 | Iris Tommelein
215-A McLaughlin Hall #1712
Berkeley, CA 94720-1712 |

Todd Zabelle
220 Sansome Street 15th Floor 1 @ 30.00 = 30.00 INC NONP # 2
San Francisco, CA 94104

IDAHO SECRETARY OF STATE
09/12/2000 09:00
CK: 1352 CT: 134313 BN: 347604

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SECRETARY OF STATE
STATE OF IDAHO

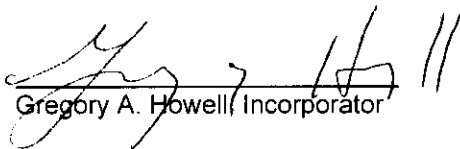
SIX: This corporation shall not have members.

- SEVEN: The property of this corporation is irrevocably dedicated to scientific purposes meeting the requirements of section 3025B of the Idaho Code and no part of the net income of a corporation or the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

EIGHT: The name and mailing address of the incorporator is Gregory A. Howell of P.O. Box 1003, Ketchum, Idaho 83340

Date: SEP 6, 2000



Gregory A. Howell, Incorporator

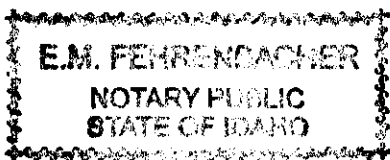
On this 6 day of September, 2000, before me, a Notary Public in and for said State, personally appeared*, known to be the person whose name is subscribed to the within instrument as Incorporator, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate above written.



NOTARY PUBLIC OF IDAHO

(Seal)



Residence: 8 Buttercup Hillway Id
Commission expires: 5-12-03