



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**HOLLADAY ENGINEERING COMPANY, A PROFESSIONAL ASSOCIATION**

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: April 06, 1990



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

by: *Charles M. [Signature]*  
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ARTICLES OF INCORPORATION

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**HOLLADAY ENGINEERING COMPANY,  
a Professional Association**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being competent citizens of the United States of America, and all having reached the age of majority, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

I.

That the corporate name of this corporation shall be:  
**HOLLADAY ENGINEERING COMPANY, a Professional Association.**

II.

That the purposes and objects for which this corporation is formed are as follows:

(a) To engage in activities normal to engineering disciplines including but not limited to: designs, inspections, economic analysis, testing, mapping, surveying, and related review of designed and constructed works.

(b) To purchase all inventory, equipment and buildings necessary to operate the business.

(c) To borrow money for the purpose of this corporation to issue bonds, notes and debentures and other evidences of indebtedness therefore, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portions of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.

(d) To build any or all buildings, or structures, or improve or change any real property owned or leased by said corporation when such action may be necessary or convenient for the conduct of the business of the corporation, or to remove or to waste any and all real property held or issued by the corporation as may become necessary, essential or merely convenient for the conduct of said corporation.

(e) To enter into any contract, co-operative agreement, profit sharing plan, retirement plan with its officers and employees as the corporation may deem advantageous or expedient, or enter into any relationship or contract for compensation of

said officers or employees, or otherwise to reward or pay such persons for their services as the Directors may deem fit.

(f) To exercise generally the powers customarily exercised by business corporations, and particularly to exercise all powers provided by the laws of the State of Idaho, referring more specifically to Section 30-1-4 of the Idaho Code, in any State in the United States and throughout the world, and also to incorporate or qualify to do business in any State of the United States or any country throughout the world.

(g) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be essential, necessary, proper, expedient, or merely convenient for the corporation to accomplish success or promote the said objects and purposes of the corporation. The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the powers of the corporation to do any of the things within the purview of its general purposes.

### III.

This corporation shall have perpetual existence.

### IV.

The principal place of business shall be 1431 Hwy 95 Business Alternate, Payette, Idaho 83661, the location and mailing address of the business shall be 1431 Hwy 95 Business Alternate, Payette, Idaho 83661, P.O. Box 211 and the registered agent shall be MICHAEL E. HOLLADAY of the same address.

### V.

That the authorized capitalization of this corporation shall consist of one class of 3,000 shares of voting Class "A" common stock, which shall have a stated value of TEN & NO/100 (\$10.00) dollars per share.

### VI.

The corporate powers of said corporation shall be vested in the Board of Directors, two in number. The By-Laws of this corporation may be amended by a simple majority of the Board, or a simple majority of the Shareholders. The names and addresses of the first Board of Directors are as follows:

Michael E. Holladay P.O. Box 211, Payette, Idaho 83661

Vernon E. Brewer P.O. Box 211, Payette, Idaho 83661

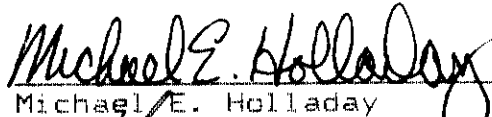
VII.

Should any provision of these Articles be found to violate any state or federal law, the remaining provisions shall constitute the Articles of Incorporation.

VIII.

The corporate stock of said corporation, at the date of incorporation, is subscribed as follows:  
Michael E. Holladay 1,500 shares; and,  
Vernon E. Brewer 1,500 shares.

We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and, to the best of our knowledge and belief, it is true, correct and complete.

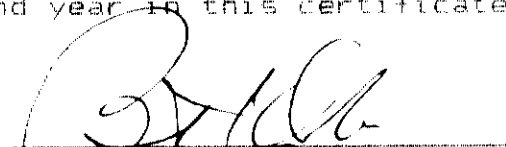
  
Michael E. Holladay

  
Vernon E. Brewer

STATE OF IDAHO )  
 ) ss.  
County of Payette )

On this 23 day of January, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael E. Holladay, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same

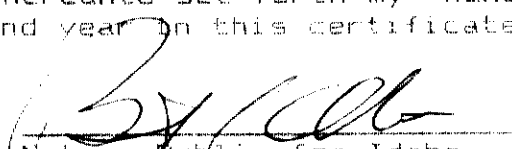
IN WITNESS WHEREOF, I have hereunto set forth my hand and affixed my official seal the day and year in this certificate first above written.

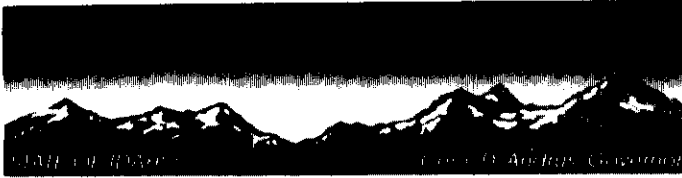
  
Notary Public for Idaho  
Residing at Payette ID  
My Comm. Expires 10-20-93

STATE OF IDAHO           )  
                              : ss.  
County of Payette       )

On this 22 day of January, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared, Vernon E. Brewer, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same.

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

  
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Notary Public for Idaho  
Residing at Payette, Id  
My Comm. Expires 10-30-93



**BOARD OF PROFESSIONAL ENGINEERS  
AND PROFESSIONAL LAND SURVEYORS**

842 LA CASSIA DRIVE, BOISE, IDAHO 83705

(208) 334-3860

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March 16, 1990

Secretary of State  
Statehouse Mail  
Boise, Idaho 83720

Attn: Sally T. Clark

Dear Ms. Clark:

Pursuant to Idaho Code 54-1235, this is to notify you that Holloday Engineering Company, 1431 Hwy 95 Business Alternate, Payette, Idaho 83661 has applied for and is eligible to receive a Certificate of Authorization to practice professional engineering in the State of Idaho as a corporation. Pending their filing with your office, the Board will consider the application at its next meeting.

Sincerely,

*David L. Curtis*  
David L. Curtis, P.E.  
Executive Secretary

DLC:dc

cc: Holladay Engineering Company

