

FILED

98 SEP -3 AM 8:44

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
THOMAS F. RUNA, P.A.

The undersigned, acting as incorporator pursuant to Idaho Code Section 30-1304 and a person duly licensed by the State of Idaho to render the professional services set forth below, hereby forms the following professional corporation, which shall be controlled by and have the powers enumerated in the Idaho Professional Services Corporation Act ("Act").

ARTICLE 1

The name of the corporation is Thomas F. Runa, P.A.

ARTICLE 2

The period of its duration is perpetual.

ARTICLE 3

The purpose for which the corporation is organized is to engage in the practice of landscape architecture and allied professional services.

This corporation may not render such professional services except through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services in Idaho.

IDAHO SECRETARY OF STATE

08/28/1998 09:00
CK: 221 CT: 103305 IN: 140613

1 @ 100.00 = 100.00 CORP

ARTICLES OF INCORPORATION -1
lrnaa aoi.doc

C25515

ARTICLE 4

The corporation shall have authority to issue up to but no more than 5,000 shares. All shares shall be of the same class, that is, each outstanding share shall have both the power to vote and the power to receive the net assets of the corporation upon dissolution.

The corporation's board of directors may authorize shares to be issued for consideration consisting of any tangible or intangible property, including cash and services actually performed, provided that, prior to issuance, the board shall have determined that (a) the consideration received or to be received for shares to be issued is adequate and (b) the consideration has actually been received.

Shares issued after receipt of the agreed consideration shall be fully paid and nonassessable.

The board's determination as to adequacy of consideration shall be conclusive as to whether the shares are validly issued, fully paid and nonassessable.

Shareholders may include only natural persons who themselves are duly licensed or otherwise legally authorized by the state of Idaho to engage in the professions of architecture, landscape architecture or allied professional services.

ARTICLE 5

The address of the initial registered office of the corporation is 214 North First Avenue, Suite B, Sandpoint, ID 83864. The name of the registered agent at such address is Thomas F. Runa.

ARTICLE 6

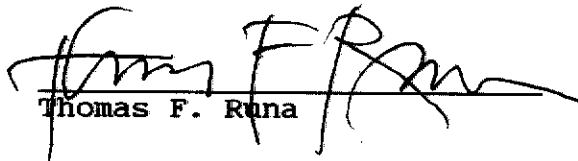
The affairs of the corporation shall be managed by its board of directors unless and until the shareholders make an agreement among themselves as authorized in Idaho Code Section 30-1-732.

The initial board of directors, which shall serve until the first annual shareholders' meeting or until replacement, shall consist of the following individual, namely Thomas F. Runa, 214 North First Avenue, Suite B, Sandpoint, ID 83864.

ARTICLE 7

The name and address of the incorporator is Thomas F. Runa, 214 North First Avenue, Suite B, Sandpoint, ID 83864.

DATED this 25th day of August, 1998.


Thomas F. Runa