



**Department of State.**

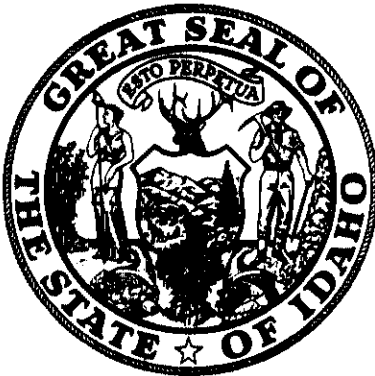
**CERTIFICATE OF INCORPORATION  
OF**

**VOGT ENGINEERING PA**

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: **October 19, 1990**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION

OF

VOGT Engineering PA

RECEIVED  
SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENT: That the undersigned, being a professional engineer and land surveyor in the state of Idaho does hereby form a professional corporation pursuant to the laws of Idaho and does hereby certify as follows:

FIRST

The name of the corporation is VOGT Engineering PA.

SECOND

(a) The purposes and objectives for which the corporation is formed is to provide civil engineering and land surveying consulting services.

(b) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in real or personal property necessary for the rendering of professional services.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name and location of the registered agent and office of the corporation is:

John A. Vogt  
3632 W Beacon Lt Rd  
Eagle, Idaho 83616

FIFTH

The amount of capital stock of this corporation shall be and is 10,000 shares of stock of the par value of One Dollar each, making an aggregate stock of \$10,000.00 which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

SIXTH

The name and post office address of the incorporator and the number of shares subscribed for by him, are as follows:

John A. Vogt                      3632 W Beacon Lt Rd 1000 Shares  
Eagle, Idaho 83616

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHT

The number of directors of the corporation shall be specified in the By-Laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, and in accordance with Section 30-1-36 and TITLE 30, CHAPTER 13, IDAHO CODE, PROFESSIONAL SERVICE CORPORATION ACT. The first Board of Directors shall have one director in number.

NINTH

The name and address of the director comprising the first Board of Directors of the Corporation is:

John A. Vogt  
3632 W Beacon Lt Rd  
Eagle, Idaho 83616

Such persons shall hold office until the first annual meeting of shareholders, and until the successors have been elected and qualified.

#### TENTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

#### ELEVENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting power of all shareholders.

#### TWELFTH

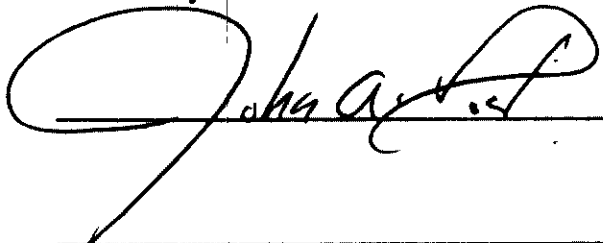
No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### THIRTEENTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or

hereafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, WE have hereunto set our hands and seals this 24 day of Sept, 1990.

  
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STATE OF IDAHO     )  
                              ) ss.  
County of Ada     )

On this 24<sup>th</sup> day of SEPT., 1990, before me, the undersigned, a notary public in and for said state, personally appeared John A. Vogt known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same, and that they were persons over the age of twenty-one years and citizens of the United States of America.

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

  
Notary Public for Idaho  
Residing at: MERIDIAN, ID



# STATE OF IDAHO

## BOARD OF PROFESSIONAL ENGINEERS AND PROFESSIONAL LAND SURVEYORS

600 SOUTH ORCHARD, SUITE A,  
BOISE, IDAHO 83705  
(208) 334-3860

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October 3, 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 Vogt Engineering PA, 3632 W. Beacon Light Rd., Rt. 1, Eagle, ID 83616 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: Vogt Engineering PA