

**ARTICLES OF INCORPORATION  
OF  
FIVE PEAKS CONSULTING AND SERVICES, INC.**

**FILED**  
APR 15 11:15:25  
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for this corporation:

**ARTICLE I**

The name of the corporation shall be Five Peaks Consulting and Services, Inc. (the "Corporation").

**ARTICLE II**

The period of existence and duration of the life of the Corporation shall be perpetual.

**ARTICLE III**

The address of the initial registered office of the Corporation is 300 South Freeman, Idaho Falls, Idaho 83404, and the name of the initial registered agent at such address is David D. Morgan.

**ARTICLE IV**

The nature of the business and the object and purpose of the Corporation shall be as follows:

ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE  
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**ORIGINAL**

Consulting services related to non-destructive testing and examination, and quality assurance and auditing, as well as any and all lawful business for which corporations may be incorporated under the Act.

#### ARTICLE V

The total authorized number of shares of the Corporation shall be One-Hundred-Thousand (100,000), with no par value, which shares shall be common stock and shall not be subject to assessment.

#### ARTICLE VI

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
David D. Morgan	300 South Freeman Idaho Falls, Idaho 83404

#### ARTICLE VII

The first Board of Directors of the Corporation shall consist of one (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the Bylaws; provided, however, that the number of directors constituting a board shall not be less than one (1) nor more than five (5).

The following person is the named directors of the Corporation to serve until successor(s) are elected and qualified:

<u>Name</u>	<u>Address</u>
David D. Morgan	300 South Freeman Idaho Falls, Idaho 83404
Edward J. Feige	300 South Freeman Idaho Falls, Idaho 83404
Hilary Jones	300 South Freeman Idaho Falls, Idaho 83404

#### ARTICLE VIII

All or any meetings of the shareholders or the Corporation, or of the Board of Directors of the Corporation, may be held within or without the State of Idaho.

#### ARTICLE IX

All shareholders are entitled to accumulate their votes for directors. They are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

#### ARTICLE X

Pursuant to Idaho Code Section 30-1-630, the corporation elects to have preemptive rights.

#### ARTICLE XI

a. Except as provided in sections b. and d. of this Article and in Article IX providing for cumulative voting for votes cast for directors, each outstanding share,

regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

b. This Corporation is not entitled to vote treasury shares. The shares of this Corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this Corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

c. Section b. of this Article does not limit the power of this Corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

d. Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnifications rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

## ARTICLE XII

No director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of § 30-1-833, of the Idaho Code; or (iv) an intentional violation of criminal law.

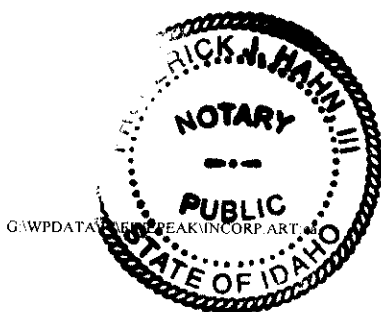
IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of Incorporation this 13 day of April, 1999.

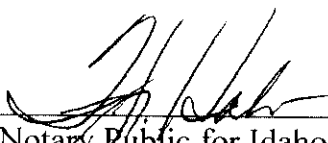
David D. Morgan  
David D. Morgan, Incorporator

STATE OF IDAHO            )  
                                      ) ss.  
County of Bonneville        )

On this \_\_\_\_ day of April, 1999, before me, the undersigned, a notary public in and for said state, personally appeared DAVID D. MORGAN, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

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



  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires 1/11/2005