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State of Idaho

Department of State

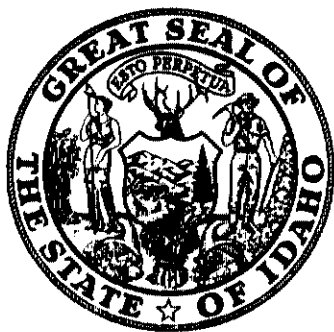
CERTIFICATE OF INCORPORATION OF

DWA, P.A.

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: June 25, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Ara Suick

ARTICLES OF INCORPORATION

JUN 25 3 37 PM '93
SECRETARY OF STATE

OF

DWA, P.A.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporator of a professional corporation under the Idaho Professional Service Corporation Act adopts the following Articles of Incorporation for such corporation:

I

The name of the corporation shall be DWA, P.A.

II

The term for which said corporation shall exist shall be in perpetuity.

III

The address of the initial registered office of this corporation in the state of Idaho shall be 2995 N. Cole Road, Suite 280, Boise, Idaho 83704, and the name of the initial registered agent at that address shall be James D. Coles.

IV

The purposes for which this corporation is formed shall be and are:

(1) To engage in the practice of architecture in rendering or offering to render to the public any one or combination of the following services: To engage in the business of architectural design, planning, landscape architecture, building design, layout design, consulting and related architectural endeavors.

(2) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and/or personal property necessary for the rendering of the above specified professional services as permitted by Chapter 13, Title 30, Idaho Code.

(3) To purchase, hold, sell and reissue the shares of the stock of this corporation.

(4) To issue shares of stock of this corporation to any person provided that no such shares may be issued to anyone other than an individual who is duly licensed to practice architecture in the state of Idaho under the provisions of Chapter 13, Title 30.

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(5) To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments and all other evidence of indebtedness, negotiable or nonnegotiable, whether secured or unsecured.

(6) For the purpose of securing any or all of its contracts, obligations or liabilities, insofar as permitted by law, to convey, transfer, assign, deliver, mortgage, pledge or otherwise hypothecate all or any part of the property or assets at any time held or owned by this corporation.

(7) It is the intention of the incorporator of this corporation that the foregoing clauses shall be construed both as objects and powers and not as limitations upon such powers, except where such limitations may be specifically delineated, and that the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation but that said corporation shall have the power to do all and everything necessary, suitable, convenient and proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation and which is permitted under Chapter 13, Title 30, Idaho Code, under which this corporation is organized or the then applicable law.

V

This corporation shall be subject to the following specific limitations:

(1) No shareholder of this corporation shall enter into a voting trust agreement or any other agreement vesting in another person the authority to exercise the voting power of any or all of the stock of the corporation.

(2) If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public in the practice of architecture as the same is defined in Chapter 13, Title 30 becomes legally disqualified to render such professional service within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall forthwith sever all employment with, and financial interests in, the corporation; provided, however, if the corporation has only one shareholder and that shareholder dies or becomes disqualified, voting rights may be exercised as provide in Section 30-1309A, Idaho Code, for the purpose of dissolving the corporation.

(3) No shareholder of this corporation may sell or transfer his shares of stock of this corporation except to another individual who is licensed to practice architecture pursuant to the provisions of Chapter 13, Title 30; and such sale or transfer may be made only after the same is approved at a stockholders' meeting specially called for such purpose by not less than a majority of the outstanding stock of this corporation. The board of directors or shareholders of this corporation may adopt bylaws or agreements further restraining the alienation of shares of stock of the corporation and providing for the purchase or redemption by the corporation of its shares; provided, however, such provisions dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would

impair the capital of the corporation.

(4) This corporation may consolidate or merge with another professional corporation organized to render the specific professional services for which this corporation is formed only as provided by Section 30-1312, Idaho Code.

(5) This corporation may render professional services in the practice of architecture only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the state of Idaho. The term "employee" as used herein does not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services in the practice of architecture to the public within the state of Idaho.

VI

The business of this corporation shall be managed and conducted by a board of directors as follows: If there is but one shareholder, there need be but one director who shall be such shareholder. He shall also serve as the president and treasurer of the corporation. In this instance, the other officers need not be licensed or otherwise legally authorized in the same field of endeavor as the president. If there are only two shareholders there need be only two directors who shall be such shareholders and who shall fill all of the general offices of the corporation between them. A retired person may not continue as a director, officer or shareholder.

VII

The number of directors constituting the initial board of directors shall be three, and the names and addresses of the persons to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
James D. Coles	15176 Horseshoe Drive Caldwell, Idaho 83605
Raymond Crowder, Jr.	2207 Roanoke Boise, Idaho 83712
Laurence C. Rose	501 E. Lost Creek Street Boise, Idaho 83706

VIII

The capital stock of this corporation shall consist of 750 shares of nonassessable, common stock having a par value of \$1.00 per share.

IX

The name and address of the incorporator is as follows:

Name

Address

James D. Coles

15176 Horseshoe Drive
Caldwell, Idaho 83605

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 25 day of June 1993.

STATE OF IDAHO

)
) ss.
)

County of Ada

On this 25 day of June 1993, before me, a notary public in and for said county and state, personally appeared James D. Coles, known to me to be the person whose name is subscribed to the within instrument, 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 first above written.

Mrs. J. Houtley
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho

June 6, 1994