

State of Idaho



Department of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

FORSGREN, PERKINS & ASSOCIATES, P.A.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **11th** day of **April** **1979**, original articles of amendment, as provided by Sections **30-146** and **30-147**, Idaho Code, Changing its corporate name to **FORSGREN-PERKINS ENGINEERING, P.A.** and increasing its authorized capital stock to **\$50,000.00**

and that the said articles of amendment contain the statement of facts required by law.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **11th** day of **April**, A. D., **1979**.

Secretary of State

AMENDED ARTICLES OF INCORPORATION

OF

FORSGREN-PERKINS ENGINEERING, P.A.

(Formerly FORSGREN, PERKINS & ASSOCIATES, P.A.)

THIS IS TO CERTIFY that at the annual meeting of the shareholders of FORSGREN, PERKINS & ASSOCIATES, P.A., held at the principal office of the corporation at 350 North 2nd East, Rexburg, Madison County, Idaho 83440, on the 7th day of March, 1979, at which meeting all outstanding shares of the capital stock of the corporation were represented in person, or by proxy, a resolution was passed and adopted, by unanimous affirmative vote of all outstanding shares, to the end and purpose that the name of the corporation was changed to FORSGREN-PERKINS ENGINEERING, P.A., the authorized capital of the stock was increased to \$50,000.00, and divided into 50,000 shares with a par value of \$1.00 per share, and the articles of incorporation were amended in furtherance thereof and to make other changes therein as follows:

1. Name.

The name of the corporation is:

FORSGREN-PERKINS ENGINEERING, P.A.

2. Duration.

The corporation shall have perpetual existence.

3. Purpose and Powers.

a. This corporation is organized solely for the purpose of conducting the professional practice of engineering and land surveying only through individuals who are registered professional engineers or land surveyors in the State of Idaho, or in any other state in which the corporation may be authorized to do business, or who may lawfully practice under an exemption granted by law. Such persons shall so practice in accordance with all applicable rules and standards of professional conduct.

b. The corporation shall have the right to hire and utilize the services of clerks, secretaries, bookkeepers, draftsmen, field men, technicians, and such other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional engineering or land surveying services for which registration is required.

c. All final drawings, specifications, plats, reports or other engineering or land survey papers or documents involved in the practice of engineering and/or land surveying, as defined in Idaho Code Section 54-1202, or as defined in another state where the corporation may be authorized to do business, which shall be prepared or approved for the use of or for delivery to any person or for public record within this State, or such other state, shall be dated and bear the signature and seal of the engineer or land surveyor who prepared or approved them and who must be registered in the applicable state.

d. The corporation shall have the right and power to invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments, and may own, lease, hire, or otherwise obtain or acquire any and all kinds of real and personal property necessary for the rendering of professional services. The corporation shall have and exercise all rights and powers from time to time granted to a professional service corporation by law. The corporation may conduct and carry on the professions of engineering and land surveying and any and all of their phases now or hereafter authorized by law, in the State of Idaho, or in such other states where the corporation may be authorized to do business.

e. The corporation shall have the right and power to do all and everything necessary, suitable, or proper for the accomplishment of any of the lawful purposes of the corporation, either alone or in association with other corporations, partnerships, or individuals, and to do every other act or acts, thing or things, incident or appurtenant to or growing out of or

connected with any lawful business or powers of the corporation; provided, that all shall be in compliance with the Professional Service Corporation Act of the State of Idaho, and other laws applicable thereto including the laws of other states where the corporation may be authorized to do business.

4. Registered Office and Agent.

The principal place of the activities and the registered office of the corporation is at 350 North 2nd East, Rexburg, Madison County, Idaho 83440. The registered agent is Clayter F. Forsgren whose address is the office of the corporation. The corporation may conduct part or all of its professional practice in any other part of the State of Idaho or in any other state where authorized by law.

5. Capital Stock.

a. The total authorized capital of the corporation shall be \$50,000.00, divided into 50,000 shares with a par value of \$1.00 per share.

b. All stock shall be common stock, and when fully paid shall be non-assessable. There shall be no preemptive rights with any shareholder to acquire unissued nor treasury shares. Stock shall be subject to call and redemption in accordance with the By Laws.

c. Each share of stock shall be entitled to one vote. No shareholder shall enter into a voting trust agreement or any type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

d. No capital stock may be issued to anyone other than an individual who is duly registered and otherwise legally authorized to render professional engineering services or land surveying in the State of Idaho.

e. If any officer, shareholder, agent or employee of the corporation becomes legally disqualified to render professional services within the State of Idaho, or accepts employment which

places restrictions or limitations upon his continued rendering of such professional services, he must sever all employment with and financial interest in the corporation; provided, however, this shall not prevent an engineer or land surveyor duly registered or licensed in another state to serve as an employee of the corporation in that other state, though he not be registered in the State of Idaho.

f. No shareholder may sell or transfer his shares except to another individual who is eligible to be a shareholder, and only after approval of the transfer at a stockholders' meeting as provided by law and in accordance with the By Laws.

g. The shareholders are specifically authorized to adopt By Laws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its shares provided that purchase or redemption may not be invoked at a time or in a manner that would impair the capital of the corporation.

6. Professional Relationship.

The corporation shall have the absolute right, which shall never be relinquished or surrendered to a third party, to designate and direct which employee of the corporation shall perform professional services in a given case or for any person, firm, corporation or individual. The professional relationship and liabilities, and the standards of professional conduct between each person furnishing professional services and the person receiving such professional services shall be preserved and maintained in compliance with the Professional Service Corporation Act, the laws regulating professional engineers and land surveyors and any other applicable law, rule, or regulation. The private or individual property of a shareholder shall not be liable for obligations of the corporation which are not also by law his individual liabilities.

7. Shareholders.

The name and post office address of the shareholders of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Clayter F. Forsgren	449 East 350 South, Rexburg, Idaho 83440
Larry V. Perkins	510 Linden Avenue, Rexburg, Idaho 83440
James L. Keller	428 South 4th East, Rexburg, Idaho 83440
John Millar	523 Edith Circle, Rexburg, Idaho
Douglas C. Jensen	95 West 100 South, Logan, Utah 84321
Klane Forsgren	1849 West North Temple, Salt Lake City, Utah 84116

Each shareholder is a professional engineer, duly registered and practicing engineering in the State of Idaho.

8. Management.

The management of this corporation shall be vested in a board of not less than three nor more than seven directors as may be fixed by the By Laws. Each director must be a shareholder. The directors shall be elected at the annual meeting of the shareholders at a time in each year to be designated by the By Laws, and until such election, the directors of the corporation shall be: Clayter F. Forsgren, Chairman and Secretary; Larry V. Perkins, President and Treasurer; James L. Keller, Director; Douglas C. Jensen, Director; Klane Forsgren, Director.

9. By Laws.

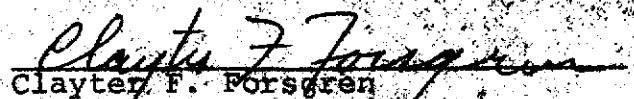
The By Laws of the corporation may be adopted by the shareholders in the manner provided for by the laws of the State of Idaho.

STATE OF IDAHO)
) SS
County of Madison)

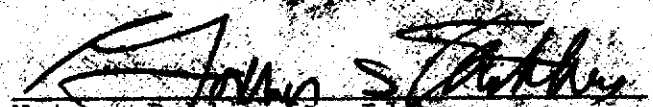
LARRY V. PERKINS and CLAYTER F. FORSGREN, being each duly sworn, each states under oath as follows: Larry V. Perkins is President and Clayter F. Forsgren is the Secretary of Forsgren Perkins & Associates, P.A.; the foregoing amended Article of incorporation were duly adopted by the unanimous affirmative vote of shareholders holding all of the outstanding capital stock all of Forsgren-Perkins Engineering, P.A., at a special meeting of the shareholders of the corporation held at the principal and registered office of the corporation at 350 North 2nd East, Rexburg, Madison County, Idaho 83440 on the 7th day of March, 1979, that the meeting was duly and lawfully called and held and all shareholders were represented in person or by proxy; that the name of the corporation was duly changed to FORSGREN-PERKINS ENGINEERING, P.A., the authorized capital was increased to \$50,000.00 and the capital divided into 50,000 shares with a par value of \$1.00 per share; and other changes were made in the articles of incorporation as set forth in the foregoing amended articles of incorporation of Forsgren Perkins Engineering, P.A.

DATED this 7th day of March, 1979.


Larry V. Perkins


Clayter F. Forsgren

SUBSCRIBED AND SWORN to before me this 7th day of March, 1979.


Notary Public for Idaho
Residing at: Rexburg, Idaho
Commission expires: (Life)