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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
HATCH MUELLER, P.C.

IDAHO SECRETARY OF STATE

03/26/1999 09:00
CI: 14003 CI: 94347 MI: 201133

1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPENSE C # 3

C 128179

THE UNDERSIGNED, a natural person over the age of twenty-one (21) years, acting as incorporator of HATCH MUELLER, P.C., under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: HATCH MUELLER, P.C.

ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSE

The purpose of the corporation is to conduct all lawful business with primary emphasis on general practice of landscape architecture. The corporation shall be a professional service corporation pursuant to Idaho Code §30-1301 et. seq.

ARTICLE IV

POWERS OF THE CORPORATION

This corporation shall have all of the powers granted or allowed by the Idaho Business Corporation Act, as may be amended from time to time, and all of the powers necessary or convenient to effect any or all of the purposes for which this corporation is organized.

ARTICLE V

COMMON STOCK

This corporation shall have authority to issue 100,000 shares of Common Stock, having a par value of one dollar (\$1.00) per share. The authorized and treasury stock of this corporation may

be issued at such times, upon such terms and conditions and for such consideration as the Board of Directors shall determine.

The corporation has the ability to purchase its own shares to the extent of unreserved and unrestricted earned surplus and/or to the extent of unreserved and unrestricted capital surplus.

The transferability of the shares of stock is restricted as follows: The corporation and shareholders hold successive options to purchase any stock offered for sale and held by a shareholder. A shareholder is not allowed to sell any shares of stock, unless that shareholder first offers the corporation the opportunity to purchase his/her stock at par value. If the corporation does not purchase the stock from the shareholder, the shareholder must then offer all shareholders the opportunity to purchase his/her stock at par value. Notice of this offer must be given to all then existing shareholders. This offer to all then existing shareholders must be made pursuant to the preemptive right described in Article VII below. If no shareholder exercises the option to purchase the stock from the shareholder, the shareholder is free to sell his/her shares to an outside party. The corporation must be notified of that transaction, and the name, address and phone number of the new holder of those shares.

No shareholder of a corporation organized under this act may sell or transfer his shares in such corporation except to another individual who is eligible to be a shareholder of such corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting specially called for such purpose, by such proportion, not less than a majority, of the outstanding stock as may be provided in the certificate of incorporation or in the by-laws. At such shareholders' meeting the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose, unless all stockholders consent that such stock be voted. The articles of incorporation may provide specifically for additional restraints on the alienation of shares and may require the redemption or purchase of such shares by the corporation at prices and in a manner specifically set forth in such articles or the articles may specifically authorize the corporation's board of directors or its shareholders to adopt by-laws restraining the alienation of shares 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.

ARTICLE VI

INDEMNIFICATION

This corporation shall indemnify all officers, directors and agents to the fullest extent permitted by Idaho law.

ARTICLE VII

SHAREHOLDER RIGHTS

The shareholders of HATCH MUELLER, P.C., shall have preemptive rights to acquire shares of HATCH MUELLER, P.C. The shareholders shall have the right to cumulate their shares when electing Directors of this corporation.

ARTICLE VIII

COMMENCING BUSINESS

This corporation shall not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares of Common Stock.

ARTICLE IX

INITIAL OFFICE AND AGENT

The name and address of the initial registered agent of HATCH MUELLER, P.C., is:

Jonathan Mueller
921 Front
Coeur d'Alene, ID 83814

ARTICLE X

DIRECTORS

The number of Directors shall be not less than one (1). The number of Directors constituting the initial Board of Directors is two (2). Thereafter, the number of Directors shall be determined by the By-laws. The names and addresses of the persons who are to

serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Jonathan Mueller	921 Front Coeur d'Alene, ID 83814
Dell Hatch	6775 N. Davenport Dalton Gardens, ID 83815

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jonathan Mueller	921 Front Coeur d'Alene, ID 83814

ARTICLE XII

COMMON DIRECTORS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director of Directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the vote or consent of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes,

approves or ratifies such contract or transaction.

DATED this _____ day of March, 1999.

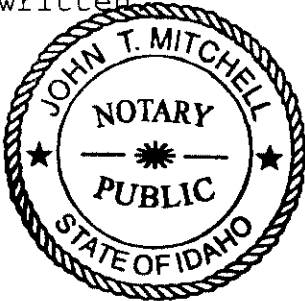
~~INCORPORATOR:~~

Jonathan Mueller

STATE OF IDAHO)
County of Kootenai) ss.

On this 25th day of March, 1999, before me, a notary public, in and for the State of Idaho, County of Kootenai, personally appeared Jonathan Mueller, 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 this day and year in this certificated first above written.



Notary Public For Idaho
Residing at Kootenai County
Commission Expires: 4/16/2005

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned hereby acknowledges appointment as registered agent in the above Articles of Incorporation.

Jonathan Mueller