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**CERTIFICATE OF INCORPORATION
OF**

SMITH ARCHITECTURAL SERVICES, 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: February 06, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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ARTICLES OF INCORPORATION

Smith Architectural Services, P.A.

The undersigned, being natural persons licensed under the laws of the State of Idaho, in order to form a professional service corporation for the purposes herein-after stated, under and pursuant to the provisions of the Professional Service Corporation Act of the State of Idaho, do hereby certify as follows:

FIRST

The name of the corporation is Smith Architectural Services, P.A.

SECOND

The purposes and objects for which the corporation is formed are as follows:

(a) This corporation is formed and organized for the sole and specific purpose of rendering professional services to the public by persons specifically licensed and authorized under the laws of the State of Idaho to engage in the practice of Architecture. The corporation shall carry on the practice of Architecture and render professional services 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. Such persons shall practice the profession of Architecture in accordance with all rules for professional conduct promulgated by the Idaho Board of Architect Examiners. The professional services rendered by this corporation shall include the practice of Architecture and the rendering of all other and additional or like services ancillary to, or in connection with, or as normally related to the practice of Architecture by licensed Architects in the State of Idaho.

(b) This corporation may not engage in any business other than the rendering of professional services as herein set forth, provided, however, that this corporation by and through its officers and directors shall have the power and

authority to invest the corporate funds in real estate, mortgages, stocks and like securities, bonds, or any other type of investments, and to own real estate and personal property necessary for the rendering of professional services by the corporation.

(c) Pursuant to and within the limitations aforementioned, the officers and directors of this corporation shall have and exercise, on behalf of this corporation, all of the statutory powers conferred upon corporations by the provisions of Title 30 of the Idaho Code, as limited by the provisions of Chapter 13 of Title 30 of the Idaho Code, as such provisions exist or as they may from time to time be amended.

THIRD

This corporation is a perpetual entity.

FOURTH

The aggregate number of shares which the corporation has the authority to issue is 50,000 shares of common stock, all of one class, at par value of \$1.00 each.

(one dollar)

(a) The capital stock of the corporation may only be issued to an individual who is a duly licensed or otherwise legally authorized in good standing to practice within the State of Idaho.

(b) Common stock of this corporation passing by the operation of law or by the laws of descent and distribution, or by other legal fashion to any person, firm or other individual or organization, who is at the time not a licensed Architect or otherwise legally authorized to practice Architecture under the laws of the State of Idaho, shall be transferred to this corporation and this corporation shall pay for such stock in the fashion and in accordance with the provisions of the bylaws of this corporation.

(c) No voting trust, agreement, or other type of arrangement, the effect of which would place the common capital stock of this corporation in any ownership other than an individual licensed to practice Architecture under the laws of the State of Idaho, shall be recognized or effective.

(d) If any individual stockholder, as herein provided, shall become disqualified to render professional services within the State of Idaho, or accepts employment that, pursuant to law, places restrictions or limitations upon such individual's continued rendering of such legal services, then the common stock of this corporation owned by said individual shall be forthwith returned to this corporation and this corporation shall pay for such common stock in the fashion and in accordance with the provisions of the bylaws of this corporation.

(e) A stockholder of any of the common capital stock of this corporation may not transfer shares of this corporation except to another individual who is eligible to be a stockholder of this corporation in accordance with the provisions hereof, and only after such sale or transfer shall have been approved at a stockholders' meeting, specifically called for that purpose, by not less than a majority of the outstanding stock of this corporation, not including the shares of the stockholder proposing to sell or transfer such shares in the counting of the votes for any purpose of such meeting, unless all stockholders and all shares of stock vote in favor of a consent that such stock of the transferring stockholder be so voted.

(f) The stockholders shall have the power to include in the bylaws, adopted by a two-thirds majority vote of all stockholders, any regulation or restriction governing the sale, transfer, call or other disposition of the corporation's outstanding stock. Such provision shall not affect the rights of third parties without notice, unless evidence of this power is shown as a legend on the stock certificate.

FIFTH

The location and post office address of the registered office of the corporation is 465 Main Street Boise, Idaho 83702, and the name of the registered agent of the corporation who may be found at that address is Robert L. Smith

SIXTH

The names and post office addresses of the incorporators are as follows:

Robert L. Smith 1519 N. 19th St. Boise, Idaho 83702

SEVENTH

The name and post office address of the initial director of the corporation, appointed by the incorporators to serve until the first election of directors, are as follows:

Robert L. Smith 1519 N. 19th St Boise, Idaho 83702

EIGHTH

The private property of the stockholders of this corporation shall not be subject to the payment of corporate debts to any extent whatsoever. The stock of the corporation shall be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation to such extent and subject to such limitations as may be approved by the holders of a two-thirds majority of all outstanding shares at a meeting specifically called and noticed for such purpose.

NINTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. The initial board of directors shall number one. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are

lected and qualified. Each director must be a licensed Architect in good standing under the laws of the State of Idaho.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

The initial bylaws shall be adopted by the board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors. Such power may be exercised by a two-thirds vote of the board of directors at any annual or special meeting of the board of directors called for that purpose.

The articles of incorporation of this corporation may be amended by a majority vote at any annual or special meeting of stockholders, either upon consideration of a resolution for amendment adopted by the board of directors or upon consideration of a resolution adopted by the holders of not less than ten per cent of all the shares entitled to vote at such meeting.

IN WITNESS WHEREOF, WE have hereunto set our hands and
seals this 19th day of JANUARY, 1990.

Robert L. Smith

STATE OF IDAHO)
) ss.
County of Ada)

On this 19th day of January, 1990, before
me, the undersigned, a notary public in and for said state,
personally appeared Robert L. Smith
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.

Lillian C. Hardin
Notary Public for Idaho
Residing at: