



Department of State

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

LOUIS E. CLAPP, 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 original of the articles of incorporation of

SMITH & MERRICK ENGINEERS, INC., P. A.

was filed in the office of the Secretary of State on the **Twenty-seventh** day of **May** A.D. One Thousand Nine Hundred **Sixty-six** and ~~will be~~ duly recorded on ~~microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Boise in the County of **Ada**

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 **27th** day of **May**, A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

SMITH & MONROE ENGINEERS, INC., P.A.

* * * * *

WE, THE UNDERSIGNED, citizens of the United States and residents of the State of Idaho and of legal age, and each of whom is a professional engineer, licensed by the State of Idaho to engage in the practice of the profession of engineering, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and particularly under the provisions of Title 30, Chapter 14, Idaho Code and Section 54-1235, Idaho Code, and for that purpose we do hereby adopt the following Articles of Incorporation, to-wit:

ARTICLE I

The name of this corporation shall be SMITH & MONROE ENGINEERS, INC., P. A.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The location and post office address of the registered office of this corporation in the State of Idaho shall be 602 Main Street, Boise, Idaho.

ARTICLE IV

The capital stock of the corporation shall be \$50,000.00 divided into 500 shares of common stock of the par value of \$100.00 per share. All of the stock shall have the same powers and voting rights and shall be non-assessable for any purpose

whatsoever.

ARTICLE V

The number of directors of said corporation shall be three (3), one of whom need be shareholders in the corporation.

ARTICLE VI

The purposes for which the corporation is organized are as follows:

(a) To engage in the practice of the profession of engineering.

(b) To purchase, or otherwise, acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every class and description.

(c) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage or otherwise dispose of, and to invest, trade and deal in and with real property, and any and all interests therein.

(d) To enter into any kind of contract or agreement co-operative or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the directors may deem fit.

(e) To build houses, office buildings, warehouses, or other buildings of every kind and character, either for sale or

lease or on contract or otherwise; to lay out, subdivide, re-subdivide and plat tracts of land and sell same, either by such subdivision or resubdivision; and to improve lands laid out, subdivide or resubdivide, construct and improve streets, alleys, parks and other places and sidewalk, curb and otherwise improve the same, and construct and maintain and operate sewers and any and all other conveniences and matters in connection therewith.

(f) To purchase, lease or otherwise acquire, in whole or in part, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets or liabilities, of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in the stock or bonds of this company, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business;

(g) To lend money and to negotiate and make loans, either on its own account or as agent or broker for others.

(h) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate, and/or convey in trust, any or all of its property to secure the payment thereof;

(i) To discount and negotiate promissory notes, drafts bills of exchange and other evidences of debt, and to collect for others money due them on notes, checks, drafts, bills of exchange, commercial paper and other evidences of indebtedness.

(j) To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department thereof;

(k) To acquire and pay for in cash shares of stock, bonds and notes of this corporation, if such acquisition would not impair the capital of this corporation and to acquire and pay for in cash, shares of stock, bonds and notes of other corporations or the assets, including the good will of any person, firm, association or corporation, and to undertake or assume the whole or any part of the obligations or liabilities thereof.

(l) To engage in and conduct any and all kinds of manufacturing businesses.

(m) In general and in connection with the foregoing, said corporation shall have and exercise all of the powers conferred under the laws of the State of Idaho upon business corporations, including those set forth in Section 30-114 of the Idaho Code and any and all amendments thereto to the extent the same do not conflict with any of the provisions of regulating the practice of engineering.

(n) To do each and everything, act and deed necessary suitable or advisable for the accomplishment of the foregoing objects, or which shall appear to be conducive to or expedient for the benefit of said corporation to the extent that the same does not conflict with any of the provisions regulating the practice of engineering and provided further that no part of the powers herein granted shall be deemed to release any officer, shareholder, agent or employee of the corporation of personal liability for any negligent or wrongful acts or any misconduct comitted by him or by any person under his direct supervision or control while rendering professional engineering services on behalf of the corporation.

ARTICLE VII

The names and addresses of each of the incorporators and the number of shares of stock subscribed by each, are as follows:

Robert E. Smith	602 Main Street Boise, Idaho	1 share
Robert G. Monroe	602 Main Street Boise, Idaho	1 share
Claude R. Swarthout	602 Main Street Boise, Idaho	1 share

ARTICLE VIII

No shareholder of this corporation may sell or transfer his share in such corporation unless they have been first offered to the corporation for purchase in the manner provided by the By-Laws of said corporation, and if not purchased by the corporation pursuant to such provisions the shareholder may then only offer said shares to another person authorized and licensed by the State of Idaho to engage in the practice of the profession

