

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

TRUE NORTH, INC.
File number C 106328

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: May 13, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION

94 MAY 13 AM 8 47

OF

TRUE NORTH, INC.

IDAHO SECRETARY OF STATE
19940513 0900 80044 2
CK #: 3066 CUST# 37441
CHRP 10 100.00= 100.00

C
:

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I: The name of the corporation is **TRUE NORTH, INC..**

ARTICLE II: The purposes of the corporation are to:

A. To engage in the business of land surveying, including surveying in connection with the sale or subdivision of land, the retracing or establishing of property or boundary lines, public roads, streets, alleys, or trails, and to perform surveys necessary and incidental to the work customarily performed by land surveyors.

B. To engage in the business of video tape productions, and all activities in connection thereof.

ARTICLE III: The period of duration of the corporation is perpetual.

ARTICLE IV: The address of the corporation's initial registered office in the State of Idaho is 102 South Fourth Avenue, Sandpoint, Idaho 83864, and the name of its initial registered agent at such address is Lance G. Miller.

ARTICLES OF INCORPORATION 1

ARTICLE V: The aggregate number of shares the corporation shall have authority to issue is Twenty Thousand (20,000). The total authorized number of shares shall be without par value. The corporation is authorized to issue only one class of stock. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

ARTICLE VI: The number of directors constituting the initial board of directors is Two (2), and the names and addresses of the persons who are 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> |
|-----------------|--|
| LANCE G. MILLER | 5505 Algoma Road Sagle, Idaho 83860 |
| DEBRA J. MILLER | 5505 Algoma Road Sagle, Idaho 83860 |

ARTICLE VII: The name and address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|-----------------|-------------------------------------|
| LANCE G. MILLER | 5505 Algoma Road Sagle, Id 83860 |

ARTICLE VIII: In the event a stockholder desires to sell his shares of stock, he shall first give written notice of his intent to do so to the other stockholders. The notice must specify the price, the terms of payment, and any other conditions of sale or transfer. For one hundred eighty (180) days after receipt of notice, the other stockholders shall have the right to purchase the shares offered for sale by giving written notice

thereof on the terms stated in the notice and at a price which is the lesser of the following:

- a. The price stated in the notice; or
- b. The price agreed upon by the selling and purchasing parties if an agreement can be reached; or
- c. In the event the parties cannot agree upon a purchase price, the purchase price shall be determined by appraisal. The selling and purchasing parties shall bear the costs and expense of the appraisal equally.

If the value as determined through an independent appraisal is not satisfactory to either the selling or the purchasing party, the value of the shares to be purchased shall be determined by arbitration, as follows:

The purchasing party and the selling party shall each name an arbitrator. If the two arbitrators cannot agree on a value, they shall appoint a third arbitrator and a decision of the majority shall be binding upon all parties. Arbitration shall be in accordance with the rules of the American Arbitration Association, as such rules may be in effect at the time of arbitration, and as modified by the provisions of Idaho Code Section 7-901 et seq. The cost of arbitration shall be borne entirely by the party dissatisfied with the value as determined through independent appraisal.

The terms of payment of the purchase price shall be the terms agreed upon by the selling and purchasing parties, if an agreement can be reached. If the parties cannot agree, the

purchase price shall be paid with twenty-five percent (25%) down in cash within ten days of the determination of the value of the shares to be purchased, and the balance shall be evidenced by a Promissory Note signed by the purchasing party. The note shall bear interest at a rate equal to the Federal Housing Authority rate of interest at the time of sale, and shall provide for monthly payments of principal and interest over three years, commencing thirty days after payment of the down-payment. The note shall provide that in the case of default, at the election of the holder, the entire sum of the principal and interest will be immediately due and payable, and for the payment by the maker of reasonable attorney's fees to the holder in the event suit is commenced because of any default.

EXECUTED in duplicate on this 10th day of ^{May 1994} ~~October, 1993~~.



LANCE G. MILLER

STATE OF IDAHO

County of Bonner

)
) ss.
)

This day personally appeared before me, the undersigned Notary Public, LANCE G. MILLER, known to me to be the person whose signature is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10 day of ~~October, 1993~~ ^{MAY, 1994} 

Notary Public
Residing at Sandpoint/
Comm. Exp. 5/6/94



STATE OF IDAHO

600 SOUTH ORCHARD, SUITE A, BOISE, IDAHO 83705

BOARD OF PROFESSIONAL ENGINEERS AND PROFESSIONAL LAND SURVEYORS

(208) 334-3860

SEC. OF STATE
34 MAY 13 AM 8 47
November 5, 1993

Secretary of State
Statehouse Mail
Boise, Idaho 83720

Attn: Sally T. Clark

Dear Ms. Clark:

Pursuant to Idaho Code 54-1235, this is to notify you that True North Incorporated, P.O. Box 1507, Sandpoint, ID 83864 is eligible to receive a Certificate of Authorization to practice professional engineering/land surveying in the State of Idaho as a corporation. Pending their filing with your office, the Board will consider the application at its next meeting.

Sincerely,

David L. Curtis

David L. Curtis, P.E.
Executive Secretary

DLC:lab

✓ cc: True North Incorporated