



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

G CONTROLS INCORPORATED

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: April 26, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zabala

**ARTICLES OF INCORPORATION
of
G CONTROLS INCORPORATED**

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SECRETARY OF STATE

**ARTICLE I
NAME**

The name of the Corporation is **G CONTROLS INCORPORATED**.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for the following purposes:

1. To provide consulting services in the area of cost management and scheduling including, but not limited to, planning, project control and program control for various clients on an international basis.
2. In general, to carry on any other business in connection with the foregoing, whether consulting or otherwise, and to have and exercise all the powers conferred by the laws of Idaho upon corporations, and to do any or all of the things above set forth to the same extent as natural persons might or could do.
3. To transact any or all lawful business.
4. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.

5. The above and foregoing business purposes enumerated are intended as illustrative and not restrictive, and the Corporation shall have the power to handle such other business or businesses, either in its own behalf or as agent or broker for others, and shall further engage in any or all like or kindred businesses that may be necessary or profitable in conjunction with the business purposes above enumerated; and generally shall have and exercise all powers, privileges, and immunities of businesses of like kind and nature incorporated under the laws of the State of Idaho, and shall enjoy the privileges and immunities pertaining to corporations under the laws of the State of Idaho.

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue 2,000,000 shares of no-par value common stock, which shall be designated "Common Shares."

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any additional stock of the Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The following initial directors shall serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify.

NAME	ADDRESS
Thomas L. Goff	3682 North LaFontana Way Boise, Idaho 83702
John DeJoy	333 S. Straughan #201 Boise, Idaho 83712
John Haratyk	9929 W. Stardust Dr. Boise, Idaho 83709
Christian D. Brown	9154 Glen Ellyn Court Boise, ID 83704
Tim L. Rhodes	2066 Star Lane Meridian, Idaho 83642

**ARTICLE VII
REGISTERED AGENT, INCORPORATOR and REGISTERED OFFICE**

1. The Registered Agent and Incorporator is **Thomas L. Goff**, 3682 North LaFontana Way, Boise, Idaho 83702.
2. The address of the Registered Office is **3682 North LaFontana Way, Boise, Idaho 83702**.

**ARTICLE VIII
BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.


**ARTICLE IX
LIMITED DIRECTOR LIABILITY**

The personal liability for a director to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director shall be limited to the fullest extent of the law as provided in Idaho Code Section 30-1-54(2).

**ARTICLE X
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of April, 1991.




Thomas L. Goff

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

BEFORE ME, a Notary Public in and for said county and state, personally appeared THOMAS L. GOFF, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 26 day of April, 1991.



Notary Public
My Commission Expires: 3-8-94