



CERTIFICATE OF INCORPORATION  
OF

RINGEL & ASSOCIATES, P.A.

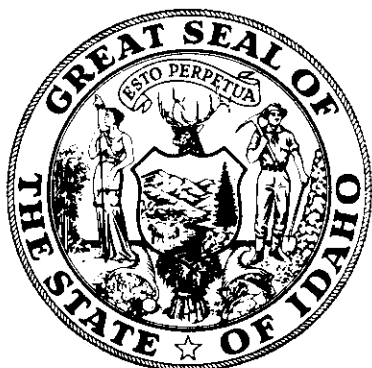
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

RINGEL & ASSOCIATES, P.A.

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: June 10, 1983



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

'83 JUN 10 PM 3 21  
OF

RINGEL & ASSOCIATES, P.A. OF  
STATE

The undersigned, being the incorporator of a corporation organized under the Professional Service Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is RINGEL & ASSOCIATES, P.A.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The purpose for which the corporation is organized is to engage in the practice of land surveying as authorized under Chapter 12 of Title 54, Idaho Code, and to engage in such other allied professional services as may be permitted by law. In furtherance of and not in limitation to the general powers conferred by the laws of the State of Idaho, the corporation may engage in any and all lawful business for which corporations may be incorporated under Chapter 13 of Title 30, Idaho Code.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock with no par value.

#### ARTICLE V

The address of the initial registered office of the corporation is 117 South Main Street, P. O. Box 742, Cascade, Idaho 83611, and the name of its initial registered agent at such address is Fredrick D. Ringel.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of such person who is to serve as director until the first meeting of shareholders or until his successor is elected and shall qualify is as follows:

Fredrick D. Ringel  
117 South Main Street  
P. O. Box 742  
Cascade, Idaho 83611

#### ARTICLE VII

The name and address of the incorporator is as follows:

Fredrick D. Ringel  
117 South Main Street  
P. O. Box 742  
Cascade, Idaho 83611

#### ARTICLE VIII

The corporation may not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated; the corporation may not render professional services except through its officers, employees and agents who are duly licensed or are

otherwise legally authorized to render such professional services within this state; and the corporation shall not engage in any business other than the rendering of the professional services for which it was specifically incorporated.

#### ARTICLE IX

No shareholder of the corporation may sell or transfer his shares in such corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved, at a shareholder's meeting specially called for such purpose, by such proportion, not less than a majority, of the outstanding stock as may be provided herein.

#### ARTICLE X

The Business Corporation Act of the State of Idaho shall be applicable to the corporation except to the extent of any conflict between the provisions of such Business Corporation Act and the Professional Service Corporation Act, in which event the provisions of the Professional Service Corporation Act shall take precedence.

#### ARTICLE XI

If the corporation has only one shareholder, it need have only one director who shall serve as President and Treasurer of the corporation. The other officers of the corporation need not be licensed or otherwise legally authorized to practice in the same field of endeavor as the President. If the corporation has

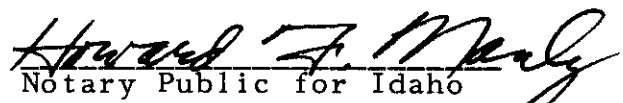
only two shareholders, it need have only two directors who shall fill all of the general offices of the corporation between them. A retired person may not continue as a director, officer or shareholder of the corporation. No officer, director or shareholder of the corporation may simultaneously an be officer, director or shareholder of another professional corporation.

IN WITNESS WHEREOF, the undersigned has hereunto executed these Articles of Incorporation this 9 day of June, 1983.

  
Fredrick D. Ringel

STATE OF IDAHO            )  
                              : ss.  
County of Ada            )

I, HOWARD F. MANLY, a notary public, do hereby certify that on this 9th day of June, 1983, personally appeared before me, FREDRICK D. RINGEL, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at Boise, Idaho