

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

FLUOR DANIEL ADA, INC.

File number C 116027

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: August 8, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION

OF

FLUOR DANIEL ADA, INC.

AUG 8 11 54 AM '96

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned does hereby act as the incorporator and adopts the following Articles of Incorporation. STATE OF IDAHO

Article I: The name of the corporation (hereinafter called the "corporation") is Fluor Daniel Ada, Inc.

Article II: The period of duration of the corporation shall be perpetual.

Article III: The purpose or purposes for which the corporation is organized, in addition to transacting any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, is as follows:

To act as a commercial developer of the Ada County Courthouse Corridor Project.

Article IV: The aggregate number of shares which the corporation shall have authority to issue is 10,000, all of which are without par value and classified as common shares.

Article V: Shareholders shall be entitled as a matter of right to a preemptive right, for a period of thirty days, to subscribe for, purchase or receive any shares of the corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation or by amendment thereof, or out of the shares of the corporation acquired by it after the issuance thereof, any shareholder shall be entitled as a matter of right to purchase or subscribe for or receive any bonds, debentures, or other obligations which the corporation may issue or sell that shall be convertible into or exchangeable for shares, or to which shall be attached or appertain any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner of such obligation the right to subscribe for or purchase from the corporation any shares of any class or classes; and after the expiration of said thirty days, any and all of such shares, rights, bonds, debentures or other obligations which the corporation may issue or sell that shall be convertible into or exchangeable for shares, or to which shall be attached or appertain any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner of such obligation the right to subscribe for a purchase from the corporation any shares of any class or classes; and after the expiration of said thirty days, any and all of such shares, rights, bonds, debentures or other obligations which the corporation may have issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine.

Article V: The address of the initial registered office of the corporation is 512 West Bannock, Boise, Idaho 83702, County of Ada; and the name of the initial registered agent at such address is National Registered Agents, Inc.

Article VI: The number of directors constituting the initial Board of Directors is 1; and the name and address of the person who is to serve as a director until the first annual meeting of shareholders or until his successor be elected and qualified as follows:

NAME  
L. N. Fisher

ADDRESS  
3353 Michelson Drive  
Irvine, CA 92698

Article VII: The name and address of the incorporator is as follows:

NAME

S. Schall Watts

ADDRESS

25131 Rivendell Drive  
Lake Forest, CA 92630

Article VIII: The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Idaho Business Corporation Act, as the same may be supplemented and amended.

Article IX: The corporation shall, to the fullest extent legally permissible under the provisions of the Idaho Business Corporation Act, as the same may be amended and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

Dated this 5th day of August, 1996.



S. Schall Watts, Incorporator