

95829



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

DUNN ENGINEERS, 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 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: July 16, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *[Signature]*

**ARTICLES OF INCORPORATION**

**OF**

**DUNN ENGINEERS, P.A.**

**JUL 3 9 42 AM '91**

**SECRETARY OF STATE**

**KNOW ALL MEN BY THESE PRESENTS:** That the undersigned, for the purpose of forming a professional corporation under the Idaho Professional Service Corporation Act, Title 30, Chapter 13, Idaho Code and the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, do hereby certify, declare and adopt the following Articles of Incorporation:

**I**

The name of the Corporation is Dunn Engineers, P.A.

**II**

The nature of the business, or objects or purposes to be transacted, promoted, or carried on by the Corporation are:

- 1) Civil engineering and land surveying.
- 2) To transact any other lawful business permitted under the Idaho Professional Service Corporation Act.

The Corporation may not engage in any business other than the rendering of consultant services except as authorized by the Idaho Professional Service Corporation Act.

**III**

The aggregate number of shares which the Corporation shall have the authority to issue is one hundred shares of no par value common stock. Said shares shall be of one class only.

**IV**

The Corporation is to have perpetual existence.

## V

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least 18 years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be one (1). Each director shall be a stockholder of the Corporation.

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 as follows:

<u>Name</u>		<u>Address</u>
A. Kenneth Dunn	(office)	1640 Davis Street, No. 9 McCall, Idaho 83638
	(mailing)	P. O. Box 1414 McCall, Idaho 83638

## VI

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

## VII

The Corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, to the extent and under the circumstances permitted by the Idaho Business Corporation Act.

Such indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standards of conduct set forth in the Idaho Business Corporation Act. Such determination shall be made (1) by a majority vote of quorum of directors who were not parties to such action, suit or proceeding, or (2)

if such quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

## VIII

Meetings of the stockholders may be held outside the State of Idaho, if the Bylaws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

## IX

The Corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner now or hereafter prescribed by statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

## X

The name and place of residence of the incorporator is as follows:

A. Kenneth Dunn  
1640 Davis Street, No. 9  
McCall, Idaho 83638

## XI

The registered office of this Corporation in the State of Idaho shall be 802 West Bannock Street, Boise, Idaho 83702 (mailing address - P. O. Box 2110, Boise, Idaho 83701-2110) or such other place within the County of Ada, as the Board of Directors may thereafter determine. The name of the registered agent at such address is B. Joseph Welch, attorney at law.

## XII

Except as authorized by the Idaho Professional Service Corporation Act, only an individual licensed to render professional engineering services in the State of Idaho may be a shareholder in the Corporation. No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock.

## XIII

If any officer, shareholder, agent or employee of this Corporation who as been rendering professional services to the public becomes legally disqualified to render such professional services within the State of Idaho or accepts employment that, pursuant to existing law, places restrictions or limitations upon his/her continuing rendering of such professional services, he/she shall sever all employment with, and financial interest in this Corporation forthwith.

## XIV

No shareholder of this Corporation may sell or transfer his/her shares in this Corporation except to another individual who is eligible to be a shareholder of the Corporation; such sale or transfer may be made only after the same has been approved, at a stockholders' meeting specially called for such purpose, by a majority of the outstanding stock. At such meeting, the shares of stock held by the shareholder proposing to sell or transfer his/her shares may not be voted or counted for any purpose, unless all shareholders consent that such stock be voted.

## XV

Except as provided in the Idaho Professional Service Corporation Act, all officers of the Corporation must also be shareholders of the Corporation.

DATED this 2nd day of July, 1991.

  
A. KENNETH DUNN

STATE OF IDAHO            )  
                                  )  
County of Ada             )       ss.

On this 2nd day of July, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared A. KENNETH DUNN, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Debby K. Soules  
Notary Public for Idaho  
Residing at Boise, Idaho  
Commission Expires: 10/15/92



# STATE OF IDAHO

**BOARD OF PROFESSIONAL ENGINEERS  
AND PROFESSIONAL LAND SURVEYORS**

600 SOUTH ORCHARD, SUITE A  
BOISE, IDAHO 83705  
(208) 334-3860

REC'D  
SEP 10 1991  
91 JUL 16 PM 1 48

July 15, 1991

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 Dunn Engineers, P.A., P.O. Box 1414, McCall, ID 83638 is eligible to receive a Certificate of Authorization to practice professional engineering 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: Dunn Engineers, PA