

FILED EFFECTIVE

ARTICLES OF INCORPORATION

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OF

STATE OF IDAHO RHEES ARCHITECTURE AND DEVELOPMENT, P.A.

The undersigned, a licensed architect in the State of Idaho and acting as the incorporator of a professional corporation (hereinafter referred to as "Corporation") under the Idaho Professional Service Corporation Act, Idaho Code §30-1301 (the "Act"), adopts the following articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the Corporation is Rhees Architecture and Development, P.A.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES AND POWERS

Section 1. The purpose for which the corporation is organized is: the transaction of professional architectural services and allied professional services. Furthermore, to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in the appropriate sections of the Idaho Code, as amended and supplemented.

ARTICLE IV. AUTHORIZED SHARES

Section 1. Number. The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 1,000. The stock shall have no par value.

Section 2. Dividends. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

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Section 3. Stock Nonassessable. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 4. Voting Power. The entire voting power for the election of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

ARTICLE V. PREEMPTIVE RIGHTS

All shareholders of the Corporation must be licensed architects of the State of Idaho, unless the Corporation has only one shareholder who dies or otherwise becomes disqualified, in which case the disqualified shareholder or legal representative of such, may exercise the voting rights of the issued and outstanding shares according to Idaho Code §30-1309A.

Shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

ARTICLE VI. REGISTERED OFFICE

The address of the initial registered office of the Corporation is

2019 N. 19th Street, Boise, ID 83702.

The name of its registered agent is Mathew James Rhees.

ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is one (1), and the name and address of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Mathew James Rhees	2019 N. 19 th Street Boise, ID 83702

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Mathew James Rhees

2019 N. 19th Street
Boise, ID 83702

DATED this twenty-seventh day of November, 2002.


