

B0421-5037 12/26/2019 12:45 PM Received by ID Secretary of State Lawrence Denney

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
KELLER ASSOCIATES, INC.**

For Office Use Only <b>-FILED-</b> File #: 0003715733 Date Filed: 12/26/2019 12:45:00 PM
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The undersigned, acting in the capacities indicated below and on behalf of Keller Associates, Inc., an Idaho corporation (the "Corporation"), hereby certifies that, pursuant to Idaho Code Section 30-29-1003, the following Amended and Restated Articles of Incorporation ("Articles") were duly adopted by the Board of Directors and shareholders of the Corporation on December 23, 2019. In accordance with Idaho Code Section 30-29-1007, these Articles replace and supersede, in its entirety, the Articles of Incorporation of the Corporation and all amendments thereto, including, without limitation those certain Amended Articles of Incorporation of Keller Associates, Inc. dated January 1, 2008.

**ARTICLE 1  
NAME**

The name of the Corporation is "Keller Associates, Inc."

**ARTICLE 2  
DURATION**

The Corporation shall have a perpetual duration.

**ARTICLE 3  
PURPOSES**

The Corporation is organized and shall be operated for the purpose of engaging in the practice of engineering and land surveying, together with such other activities that are incident thereto, within the states of Idaho, Washington, Oregon, Nevada, and any other state in which the Corporation is or becomes authorized to do business.

**ARTICLE 4  
AUTHORIZED SHARES, RESTRICTIONS, AND LIMITATIONS**

The Corporation is authorized to issue fifteen thousand (15,000) shares of Corporation common stock, each such share having a par value of ten cents (\$0.10). Subject to applicable laws, none of the Corporation's shares of stock shall be subject to assessment.

**ARTICLE 5  
REGISTERED AGENT**

The name and address of the registered agent office of the Corporation is Rod J. Linja, whose address is 131 SW 5th Avenue, Suite A, Meridian, Idaho 83642.

**ARTICLE 6  
MAILING ADDRESS**

The mailing address of the Corporation is: 131 SW 5th Avenue, Suite A, Meridian, Idaho 83642.

**ARTICLE 7  
BOARD OF DIRECTORS**

The number of directors constituting the Board of Directors shall be determined in the manner provided by the the Bylaws of the Corporation (the "Bylaws"), but shall consist of no fewer than two (2) nor more than seven (7) voting members. The powers, duties, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws. The names and addresses of the Corporation's current directors are as follows:

David R. Kinzer 131 SW 5th Ave, Ste A Meridian, ID 83642	James Mullen 305 North Third #A Pocatello, ID 83201	Julie Shiflett 601 Sherman Avenue, Ste 1 Coeur d'Alene, ID 83814
Rod J. Linja 131 SW 5th Ave, Ste A Meridian, ID 83642	Larry Rupp 131 SW 5th Ave, Ste A Meridian, ID 83642	

**ARTICLE 8  
DIRECTOR AND OFFICER LIABILITY**

No director or officer shall have any personal liability to the Corporation for monetary damages for conduct as a director or officer except to the extent such person shall have been grossly negligent or engaged in willful misconduct in the performance of such person's duties or engaged in conduct where the person had reasonable cause to believe that such conduct was unlawful, or to the extent such elimination of liability is not otherwise permitted under the Idaho Business Corporation Act (the "Act").

**ARTICLE 9  
INDEMNIFICATION**

The Corporation shall indemnify each person who is or was a director, officer, employee, or other agent of the Corporation, or of any other corporation which such person is serving, or served in any capacity at the request of the Corporation, against any and all liability and reasonable expense that may be incurred by such director, officer, employee, or other agent in connection with or resulting from any claim, action, suit, or proceeding, whether actual or threatened, in which such person may become involved, as a party or otherwise, by reason of being or having been a director, officer, employee, or other agent of the Corporation or of such other corporation, or by reason of any past or future action taken or not taken by such person in the capacity as, such director, officer, employee, or other agent, whether or not such person continues to be such director, officer, employee, or other agent at the time such liability or expense is incurred; provided, however, no such person shall be so indemnified where such

person shall have been grossly negligent, or shall have engaged in willful misconduct in the performance of such person's duties, or shall have had reasonable cause to believe that such person's conduct was unlawful. As used in this Article 9, the terms "liability" and "expense" shall include, but shall not be limited to, attorneys' fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by, a director, officer, employee, or other agent. The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director, officer, employee, or other agent did not meet the standards of conduct set forth in the first sentence of this Article 9.

If several claims, issues, or matters of action are involved, any such person may be entitled to indemnification as to some matters even though such person is not so entitled as to others.

The Corporation may advance expenses to, or where appropriate may at its expense undertake the defense of, any such director, officer, employee, or other agent upon receipt of an undertaking by or on behalf of such person to repay such expenses if it should ultimately be determined that such person is not entitled to indemnification under this Article 9.

The provisions of this Article 9 shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

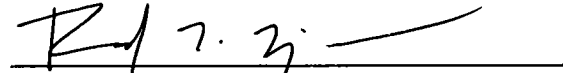
The rights of indemnification provided hereunder shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law, and shall otherwise inure to the benefit of the heirs, executors, and administrators of any such person. Nothing contained herein shall restrict the right of the Corporation to indemnify or reimburse any person in any case which it deems to be proper even though not provided for herein. The Corporation, its directors, officers, employees, and other agents, shall not be liable in taking any action or making any payment under this Article 9, or in refusing so to do, in reliance upon the advice of counsel.

## **ARTICLE 10 AMENDMENT**

Subject to applicable laws, these Articles may be amended or repealed, and new articles adopted, at a meeting, by the affirmative vote of shareholders holding a majority of all the issued and outstanding common stock of the Corporation entitled, either upon recommendation by the Board of Directors of the Corporation or upon consideration of a resolution adopted by shareholders holding at least ten percent (10%) of all the issued and outstanding common stock of the Corporation.

**ARTICLE 11  
AUTHENTICATION**

The undersigned, being the President and Secretary of the Corporation, hereby represent that the foregoing Articles were unanimously approved by the Board of Directors and shareholders of the Corporation effective as of the date set forth above

  
Rod J. Linja, President

  
David R. Kinzer, Secretary