

ARTICLES OF INCORPORATION
OF
RiveRidge Engineering Company

FILED EFFECTIVE

2004 JAN 16 AM 8:07

The undersigned, acting as incorporators of a Corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation of such Corporation:

ARTICLE I

The name of the Corporation is RiveRidge Engineering Company

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The Corporation is a Subchapter-S Corporation and the purpose or purposes for which the Corporation is organized are: primarily for engineering, and to engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 15,000; and presently issue 10,000 shares.

ARTICLE V

There are no provisions denying preemptive rights.

ARTICLE VI

Provisions for the regulation of the internal affairs of the Corporation are the By-Laws of the Corporation.

1.

IDaho SECRETARY OF STATE
01/16/2004 05:00
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ARTICLE VII

The address of the initial registered office of the Corporation is 507 E. Sullivan Street, Boise, Idaho, 83706 and the name of the initial registered agent at such address is David G. Powell.

ARTICLE VIII

The Board of Directors has the power to make, repeal, amend and alter the By-laws of the Corporation, to the extent provided in the By-laws. However, the paramount power to repeal, amend and alter the By-laws, or to adopt new By-laws, is vested in the shareholders. This power may be exercised by a vote of a majority of shareholders present at any annual or special meeting of the shareholders. Moreover, a director has no power to suspend, repeal, amend or otherwise alter any By-law or portion of any By-law so enacted by the shareholders, unless the shareholders, in enacting any By-law or portion of any By-law, otherwise provide.

ARTICLE IX

The private property of the shareholders of the Corporation is not subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

ARTICLE X

The stockholders of the Corporation agree to be taxed pursuant to the S Corporation provisions of the Internal Revenue Code of 1986, as amended ("Election"), then to the extent allowed by law, the Corporation and the Board of Directors will each year, on or before the due date(s) for estimated payment(s) of federal and applicable state and local income taxes, pay to the stockholders, by way of salary, bonus, dividend or otherwise, sufficient money for each shareholder to pay the federal and applicable state and local income taxes due for the applicable time periods. In the event of an Election, neither any shareholder nor any of the officers of the Corporation may, without the prior written consent of the record shareholders or more than fifty percent(50%) of the then outstanding shares of stock in the Corporation, make or effect any transfer of any shares of stock in the Corporation that would cause a termination or invalidation of Election.

ARTICLE XI

The number of directors constituting the initial Board of Directors of the Corporation is two (2) to five (5), and the names and addresses 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:

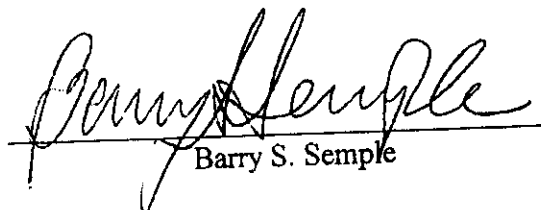
NAME	ADDRESS
Barry S. Semple	4081 Suntree Way, Boise, Idaho 83706
David G. Powell	507 E. Sullivan Street, Boise, Idaho, 83706

ARTICLE XII

The names and addresses of each incorporator are:

NAME	ADDRESS
Barry S. Semple	4081 Suntree Way, Boise, Idaho 83706
David G. Powell	507 E. Sullivan Street, Boise, Idaho, 83706

DATED this 9th day of January 2004


Barry S. Semple


David G. Powell



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

600 SOUTH ORCHARD, SUITE A
BOISE, IDAHO 83705-1242
(208) 334-3860 TDD RELAY 1-800-377-3529

January 12, 2004

RiveRidge Engineering Company
507 E. Sullivan St.
Boise, ID 83706

COA #: 1515

ATTENTION: President, RiveRidge Engineering Company

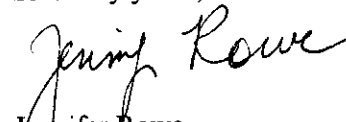
Dear Mr/Ms President:

Your application for a Certificate of Authorization to practice professional engineering through your business entity in Idaho was reviewed and approved. Enclosed you will find a Certificate of Authorization for RiveRidge Engineering Company. Your application and certificate covers the period through July 31, 2004. A notice of renewal will be sent to you approximately thirty days prior to the renewal date (August 1, 2004).

We call your attention to Section 54-1235, Idaho Code (Practice by a Business Entity) of the Engineering and Land Surveying Law, which provides that the business entity must keep the Board advised of changes in professional engineers who will have responsible charge of professional engineering work done in Idaho.

If you have not already done so, you may be required to file for a Certificate of Authority with the Secretary of State's office. They can be contacted at (208) 334-2301 for further information.

Sincerely yours,


Jennifer Rowe
Administrative Secretary

Enclosure: Certificate of Authorization

cc: Secretary of State's Office
Attn: Mark Stephensen

2004 JAN 16 AM 8:07
STATE OF IDAHO