



- B. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible, or intangible, wherever situated and however held, including but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying right, and every other kind and character of personal property, real property, (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including but not limited to mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

To hire, and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangement of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

- C. The foregoing enumeration of the purposes, objectives and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not

intended in any manner, by the mention of any particular purpose, object or business, to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The foregoing statement of purposes shall be construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

#### ARTICLE V

The amount of total authorized stock of this corporation shall be **\$10,000.00 divided into 10,000 shares of \$1.00 par value** each of common nonassessible stock and the rights appertaining thereto shall be in all respects equal and the shares, may be increased or decreased as provided by the laws of the State of Idaho. This corporation is authorized to issue only one class of stocks, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable to natural persons who are not nonresident aliens.

#### ARTICLE VI

The management of this corporation shall vest in a Board of Directors composed of not less than one person who is not required to be a stockholder of the corporation. The maximum number of directors shall be provided for in the bylaws of this corporation.

#### ARTICLE VII

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director is a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation which shall authorize any such contract or transaction with like force and effect as if he were not a director or officer of such other corporation or not so interested.

#### ARTICLE VIII

All other provisions for conducting the business and affairs of the corporation, including the voting rights, other rights and privileges and liabilities of the membership, shall be set forth in the bylaws of the corporation.

#### ARTICLE IX

The name and post office address of each of the incorporators of the corporation and the number of shares subscribed by each are as follows:

NAME	ADDRESS	SHARES
Kevin Lee Shoemaker	478 W. 200 N. Blackfoot, Idaho 83221	49.00
Jeretta Margorie Shoemaker	478 W. 200 N., Blackfoot, Idaho 83221	51.00

#### ARTICLE X

The name and post office address of each of the initial directors of the corporation are as follows:

NAME	ADDRESS
Kevin Lee Shoemaker	478 W. 200 N. Blackfoot, Idaho 83221
Jeretta Margorie Shoemaker	478 W. 200 N., Blackfoot, Idaho 83221

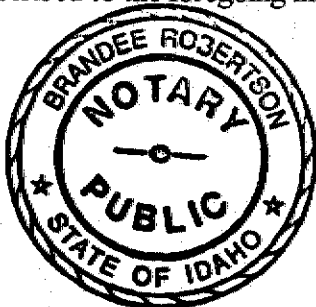
IN WITNESS WHEREOF, we have hereunto set our hands this 16 day of October, 1997.

  
Kevin Lee Shoemaker

  
Jeretta Margorie Shoemaker

STATE OF IDAHO }  
County of Bingham } ss.

On this 16<sup>th</sup> day of October, 1997, before me the undersigned, a Notary public for Idaho, personally appeared **Kevin Lee Shoemaker**, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.



Brandeel Robertson

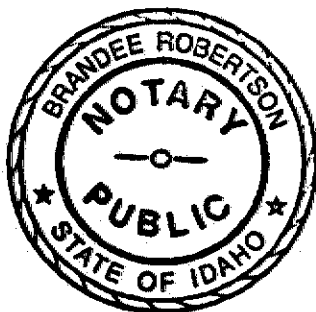
Notary Public for Idaho

Residing at: Blackfoot, Idaho.

My Commission Expires: 6/3/2003

STATE OF IDAHO }  
 } ss.  
County of Bingham }

On this 16<sup>th</sup> day of October, 1997, before me the undersigned, a Notary public for Idaho, personally appeared **Jeretta Margorie Shoemaker**, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

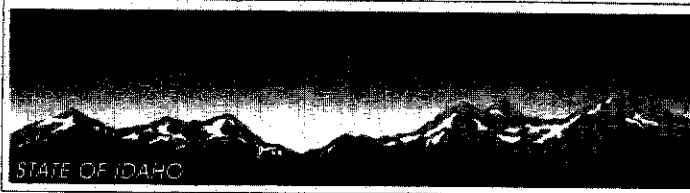


Brandeo Robertson

Notary Public for Idaho

Residing at: Blackfoot, Idaho

My Commission Expires: 6/3/2003



**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

December 31, 1997

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 Shoemaker Engineering & Sales, Inc., 478 W. 200 N., Blackfoot, ID 83221 is eligible to receive a Certificate of Authorization to practice 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,

A handwritten signature in cursive script, appearing to read "Linda A. Bowcutt".

Linda A. Bowcutt  
Administrative Secretary

cc: Shoemaker Engineering & Sales, Inc.