

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

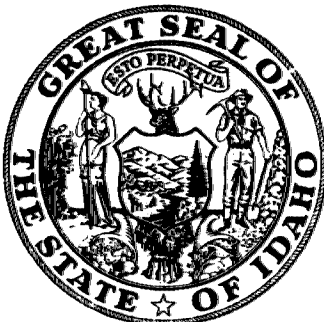
NORTHRIDGE ENGINEERING, INC.

File number C 108375

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: November 22, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sonya Hrold*

Nov 17 2 27 PM '94

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

NORTHRIDGE ENGINEERING, INC.

Nov 22 10 20 AM '94  
SECRETARY OF STATE

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Idaho Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "corporation") is NORTHRIDGE ENGINEERING, INC.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the corporation is organized are the transaction of any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one hundred, all of which are of a par value of one dollar each and are of the same class and are to be Common shares.

FIFTH: The address of the initial registered office of the corporation in the State of Idaho is 10338 Poppy Street, City of Boise 83704, County of Ada; and the name of the initial registered agent of the corporation at such address is Robert Jones.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two.

The name and the address of each of the persons who are to serve as directors of the corporation until the first annual meeting of shareholders or until their successors be elected and qualify, are as follows:

IDAHO SECRETARY OF STATE  
19941117 0900 42981 2  
CK #: 21293 CUST# 20522  
CORP  
1@ 100.00= 100.00

<u>NAME</u>	<u>ADDRESS</u>
John A. DeRugieris	71 Lewis Street Marion, Massachusetts 02738
Robert Jones	10338 Poppy Street Boise, Idaho 83704

SEVENTH: The name and the address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
P. Carey Parent	30 Main Street Mattapoisett, Massachusetts 02739

EIGHTH: 1. The Board of Directors of the corporation may, from time to time, and in conformity with the provisions of the Idaho Business Corporation Act, distribute to its shareholders out of capital surplus of the corporation a portion of its assets in cash or property.

2. The corporation shall have the power to acquire its shares from unreserved and unrestricted capital surplus available therefor.

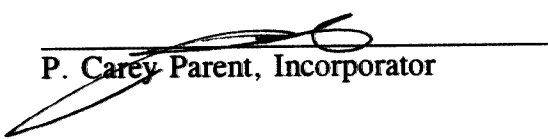
3. The corporation shall, to the fullest extent permitted by the provisions of the Idaho Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw or resolution adopted by the shareholders entitled to vote thereon after notice, both as to action in his official capacity and as to action in another capacity while holding such office, 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.

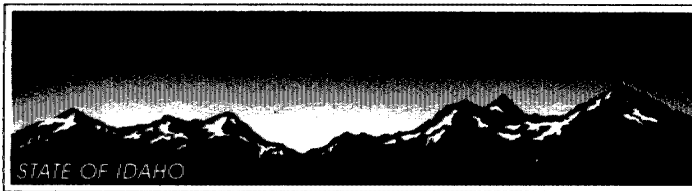
NINTH: The personal liability of the directors of the corporation is eliminated to the fullest extent permitted by the provisions of the Idaho Business Corporation Act, as the same may be amended and supplemented.

TENTH: No shareholder of the corporation entitled to vote in the election of directors shall be entitled as of right to cumulative voting in any such election.

**ELEVENTH:** These Articles of Incorporation shall upon the filing thereof by the Secretary of State of the State of Idaho constitute an acceptance in binding form of the provisions of the Constitution of the State of Idaho by the corporation.

Signed on November 15, 1994.

  
P. Carey Parent, Incorporator



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

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

November 15, 1994

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 Northridge Engineering, Inc., c/o Mansfield Management Group, Inc., P.O. Box 724, Mattapoisett, MA 02739 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,

*Linda A. Baccetti*

David L. Curtis, P.E.  
Executive Secretary

DLC:lab

cc: Northridge Engineering, Inc.