Filing and License Fee: $310.00 minimum

ID Number: 140831

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is **POWER Engineers, Incorporated** (19) 52451 1 39982

2. It is incorporated under the laws of **Idaho**

3. The name, if different, which it elects to use in Rhode Island is:

   (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

   (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*
   ~~P.E.I.~~ (19) 131359 PEI POWER Engineers, Incorporated

4. The date of its incorporation is **February 27, 1976** and the period of its duration is **perpetual**

5. The address of its principal office in the state or country under the laws of which it is incorporated is
   3940 Glenbrook Drive, PO Box 1066, Hailey, ID 83333

6. The address of its proposed registered office in Rhode Island is **170 Westminster Street, Suite 900**
   (Street Address, not P.O. Box)
   Providence, RI **02903** and the name of its proposed registered agent in Rhode Island at
   (City/Town) (Zip Code)
   that address is **Corporation Service Company**
   (Name of Agent)

7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:
   Design engineering and consulting services.

8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	See attached list	
Director		
President	Jack Hand	3940 Glenbrook Drive, Hailey, ID 83333
Vice President	John Cavanaugh	1295 S. Eagle Flight Way, Boise, ID 83709
Treasurer	Jan James	3940 Glenbrook Drive, Hailey, ID 83333
Secretary	Barry Neiwert	3940 Glenbrook Drive, Hailey, ID 83333

FILED
JUN 14 2004
By M34473

Form No. 150
Revised: 07/03

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
525,000	Common	A	.50

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
489,982	Common	A	.50

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 15,742,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is $ -0-.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $ 80,000,000.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is $ 100,000.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.125 % [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: April 28, 2004

POWER Engineers, Incorporated
Print Exact Name of Corporation Making Application

By [signature]
☒ President, or ☐ Vice President (check one)

AND

By [signature]
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Idaho
COUNTY OF Blaine

In Hailey, ID, on this 3rd day of May, 2004, before me personally appeared Jack Hand who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

TONYA M. GOITIANDIA NOTARY PUBLIC STATE OF IDAHO

[signature]
Notary Public
My Commission Expires: 10-16-2006

List of Officers, Directors and Agents of POWER Engineers, Incorporated

President:

Jack Hand*
Post Office Box 1066
Hailey, ID 83333
Directorship expires: 2006

Executive Vice President:

John Cavanaugh*
1295 S. Eagle Flight Way
Boise, ID 83709
Directorship expires: 2005

Treasurer:

Jan James*
Post Office Box 1066
Hailey, ID 83333
Directorship expires: 2007

Corporate Secretary:

Barry Neiwert
Post Office Box 1066
Hailey, ID 83333

Vice Presidents:

Bill Eisinger*
1295 S. Eagle Flight Way
Boise, ID 83709
Directorship expires: 2006

Tom Gibson*
3900 S. Wadsworth Blvd
Suite 700
Lakewood, CO 80235
Directorship expires: 2006

Randy Pollock*
Chairman of the Board
Post Office Box 1066
Hailey, ID 83333
Directorship expires: 2006

John Henning
Post Office Box 1066
Hailey, ID 83333

Bill Hansen*
14220 Ladue Road
St. Louis, MO 63017
Directorship expires: 2005

Frank Halverson*
Post Office Box 1066
Hailey, ID 83333
Directorship expires: 2007

Brent Lackey*
3900 S. Wadsworth Blvd.
Suite 700
Lakewood, CO 80235
Directorship expires: 2005

Timothy Ostermeier
2401 Grand Avenue, Suite 400
Billings, MT 59102

Directors:

Mike Long*
Post Office Box 1066
Hailey, ID 83333
Directorship expires: 2005

Greg Clark*
Post Office Box 1066
Hailey, ID 83333
Directorship expires: 2007

*Board Members

Date of Incorporation: 2/27/76
Federal Tax I.D. #: 82-0324246

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

BOARDS FOR DESIGN PROFESSIONALS
BOARD OF EXAMINATION AND REGISTRATION OF ARCHITECTS
BOARD OF EXAMINERS OF LANDSCAPE ARCHITECTS
BOARD OF REGISTRATION FOR PROFESSIONAL ENGINEERS
BOARD OF REGISTRATION FOR PROFESSIONAL LAND SURVEYORS
1 CAPITOL HILL, 3rd FLOOR, PROVIDENCE, R.I. 02908-5860
(401) 222-2565 Fax: (401) 222-5744

RECEIVED
APR 26 2004

22 April 2004

POWER Engineers, Inc.
PO BOX 1066
3940 GLENBROOK DR.
HALLEY, ID 83333

Dear Sir/Madam:

Your request for issuance of a Certificate of Authorization has been reviewed and approved, in the **MECHANICAL** **discipline** only, by the Rhode Island Board of Registration for Professional Engineers.

You can amend your Certificate of Authorization at a later date if you wish to include other disciplines. Please note that this approval is to offer services in the MECHANICAL discipline only. In accordance with the procedures adopted by this Board, **you are requested to provide the following information.**

The document requested by the Board is a **CERTIFICATE OF GOOD STANDING**, not Certificate of Authority, issued by the Rhode Island Secretary of State's Office, indicating that at the present time your corporate entity is in good standing insofar as registration procedures required by the Secretary of State's Office. The Board is requesting that the **original certificate of such notice be provided within 60 days. A copy of this letter must accompany your certificate of authority application, along with the required fee for a certificate of good standing, to the Secretary of State's office.**

You can contact the Secretary of State's Office by calling (401) 222-3040. Ask for corporations and explain you need the necessary papers to become registered in the State of Rhode Island.

Upon receipt of this **CERTIFICATE OF GOOD STANDING**, the Board will issue your Certificate of Authorization. If you have any questions, please feel free to contact this Board through its secretary or legal counsel.

Please be advised that until receipt of this CERTIFICATE OF GOOD STANDING your application is considered incomplete and you are not authorized to practice engineering in the state of Rhode Island.

Very truly yours,

BOARD OF REGISTRATION FOR PROFESSIONAL ENGINEERS

Brian M. Moore, PE
Secretary

BMM/im

State of Idaho

Office of the Secretary of State

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation records of this State.

I FURTHER CERTIFY That the annexed is a full, true and complete duplicate of articles of incorporation of **POWER ENGINEERS, INCORPORATED**, an Idaho corporation, received and filed in this office on 27 February 1976, under file number C 52959 , including all amendments filed thereto, as appears of record in this office as of this date.

Dated: 28 April 2004

GREAT SEAL OF THE STATE OF IDAHO
ESTO PERPETUA

Ben Ysursa
SECRETARY OF STATE

By Mark P. Stephenson

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

POWER ENGINEERS, INCORPORATED

was filed in the office of the Secretary of State on the *27th* day of *February* A.D., One Thousand Nine Hundred *seventy-six* and duly recorded on ~~Film No.~~ *microfilm* of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for *Perpetual Existence* from the date hereof, with its registered office in this State located at *Pocatello, Idaho* in the County of *Bannock*

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this *27th* day of *February*, A.D., 19 *76*.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

Domestic

ARTICLES OF INCORPORATION

FOR

POWER ENGINEERS, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, being three or more natural persons of full age, and two of whom are citizens of the United States, or its territories or possession, and all of whom are residents of the State of Idaho, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho.

ARTICLE I.

The name of this Corporation shall be POWER ENGINEERS, INCORPORATED.

ARTICLE II.

The specific and primary purposes for which this Corporation is formed are:

1. Engineering, design, supervision, construction, fabrication and sales of electrical and electronic components, systems, and anything related thereto.

2. To buy, acquire, own, sell, dispose of and deal in real estate, timber, livestock, corporate stock, bonds, securities, and real and personal property of every type or description on its own account and for commission.

3. To purchase, acquire, hold, pledge, transfer, sell, or otherwise dispose of, or deal in, shares of capital stock, debentures, notes or other securities, or evidence of indebtedness of any corporation; and to receive, collect and dispose of, dividends, interest or other income on any such securities held by it; and to purchase, receive, hold and dispose of, any securities of any person or corporation, whether such security shall be bonds, mortgages, debentures, notes, shares of capital stock, or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof, and generally to act as investment broker, agent or principal.

4. To carry on and undertake any business undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers, concessionaires, contractors, brokers, commission merchants, and any other business corporations which may seem to the said company convenient to carry on in connection with the above, or calculated directly, or indirectly, to enhance the value of, or render profitable, any of the company's property or rights.

5. To borrow and lend money, and negotiate loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other security; to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities of any government, authority or company; to form, promote, subsidize and assist companies, syndicates or partnerships of all kinds, and to finance and refinance the same.

6. To acquire and hold all or any part of the capital stock, assets or goodwill of any business, of any person, firm, association or corporation engaged in any business, and to hold, utilize and in any manner dispose of the whole, or any part of the stock, assets, goodwill and rights so acquired, and to conduct in any lawful manner, in whole or in part, any business so acquired, and to undertake or assume the whole, or any part of, the obligations or liabilities of any person, firm, association, or corporation engaged in the business so acquired.

7. To acquire, own, operate any type of mercantile business, and to buy, sell, barter, exchange and generally deal in all types of goods, wares and merchandise and every type of article of trade, barter and exchange.

8. To purchase, acquire, own, hold, lease (either as Lessor or as Lessee), sell, exchange, subdivide, mortgage, or generally operate, any real or personal property of every kind and description.

9. To enter into, make, perform and carry out, contracts of every sort and kind, which may be necessary or desirable for the furtherance of the business of this Corporation, with any persons, firms, corporations, associations, and state, territory, or municipality of the United States, or any foreign country, government or body politic.

10. To adopt, apply for and register, purchase, lease, or otherwise acquire, to use, maintain and protect, and to sell, assign or grant licenses or franchises, or other rights in respect to any trademark, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto.

11. To borrow money for any purpose of this Corporation, without limit as to amount, and to issue bonds, debentures, notes, or other evidences of indebtedness, secured or unsecured, of this Corporation, for the money so borrowed, or in payment for property acquired, or for any other objects or purposes of this Corporation, or in connection with its business; to secure payments of such debentures, notes or other obligations by mortgages or deeds of trust, or pledges, or other liens upon any or all of the property of this Corporation, wheresoever situated.

12. To carry out all or any part of the foregoing objects, or purposes, as principal or agent, or otherwise, either alone or in conjunction with, or as a limited or general partner, or joint venturer, with any person, association or corporation, and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and such things, and to exercise any and all such powers as a natural person could lawfully make, perfor, do or exercise, provided that the same be not inconsistent with the objects or purposes of this Corporation, or the statutes of the State of Idaho.

13. The objects, as specified herein, shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles, shall be regarded as independent objects, purposes, and powers. They shall not be held to limit the general powers, now, or hereafter conferred, on this Corporation by the statutes of the State of Idaho.

ARTICLE III.

The principal office or place of business of the Corporation is to be located at Pocatello, Idaho.

ARTICLE IV.

The amount of the total authorized capital stock of this Corporation is $25,000.00 consisting of 500 shares of nonassessable common stock at the par value of $50.00 per share.

ARTICLE V.

None of the shares of the Corporation shall in any manner whatsoever be subject to any assessment for the purposes of paying expenses, conducting business or paying debts, and the Corporation shall have no power to levy and collect assessments upon such shares in any manner or form.

ARTICLE VI.

The names and the post office addresses of each of the Incorporators signing these Articles of Incorporation are as follows, with each Incorporator subscribing to one share of stock:

Hans U. Buhler, 1544 E. Elm, Pocatello, Idaho 83201;
Peter D. VanDerMeulen, 547 S. 11th, Pocatello, Idaho 83201;
Linda J. VanDerMeulen, 547 S. 11th, Pocatello, Idaho 83201.

ARTICLE VII.

The period for the duration of the existence of this Corporation is perpetual.

ARTICLE VIII.

The Corporation reserves the right to amend, alter, change or repeal any of the provisions contained in these Articles of Incorporation in the manner prescribed by the Idaho Code and all rights conferred are granted subject to this revision.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the statutes of the State of Idaho, we, the undersigned, constituting the Incorporators of this Corporation, have executed these Articles of Incorporation on this 24 day of February, 1976.

HANS U. BUHLER

PETER D. VANDERMEULEN

LINDA J. VANDERMEULEN

STATE OF IDAHO)
: ss
County of Bannock)

On this 24 day of February, 1976 before me, the undersigned Notary Public, personally appeared HANS U. BUHLER, PETER D. VANDERMEULEN and LINDA J. VANDERMEULEN, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day, month and year first in this Certificate written.

NOTARY PUBLIC FOR IDAHO
Residing at: Pocatello, Idaho

(SEAL)

#52959-a

ENTERED

CERTIFICATE OF APPOINTMENT OF REGISTERED AGENT

79 JUN 19 AM 8 36

KNOW ALL MEN BY THESE PRESENTS:

That POWER, Engineers Incorporated (Name of Corporation) STATE

an Idaho corporation, pursuant to section 30-1-12, **Idaho Code,** and by authority of its Board of Directors, does hereby appoint Hans U Buhler (Name of Registered Agent),

of Airport Way (street address), Hailey (city), Idaho, as its Registered Agent in the State of Idaho, upon whom process issued by authority of or under any law of the State of Idaho may be served.

IN WITNESS WHEREOF the corporation has caused this certificate to be executed and verified by its President (or Vice-President) on this 11th day of May, 1979.

POWER, Engineers Incorporated
(Name of Corporation)

By Hans U. Buhler
(President or Vice-President)

President
(Title)

STATE OF Idaho
County of Blaine } ss.

Subscribed and sworn to before me this 18 day of June, 1979.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal.

Joann K Betty
Notary Public residing Hailey Id.
(Title)
Lifetime commission

ARA 4-79

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT
OF

POWER ENGINEERS, INCORPORATED

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of POWER ENGINEERS, INCORPORATED

duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated March 11, 1985

GREAT SEAL OF THE STATE OF IDAHO
ESTO PERPETUA

Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

CAM 779

AMENDMENT OF ARTICLES OF INCORPORATION OF

POWER ENGINEERS, INCORPORATED

Hans U. Buhler, President, and Jeffrey M. Rostberg, Secretary of the above-named corporation, respectfully show that:

The above-named corporation was organized under the laws of the State of Idaho and was issued a charter by the Secretary of State dated February 27, 1976, with its principal place of business in Pocatello, Bannock County, Idaho.

The undersigned, the duly elected and qualified President and Secretary of the said corporation, hereby certify that statutory notice was given to each shareholder of the said corporation of a special meeting of shareholders to be held on September 6, 1984, and notice stated the time and place of meeting and the purposes thereof.

And, further, that the meeting was duly held pursuant to notice, and a resolution was offered and unanimously adopted by vote of said shareholders, to amend Article III of the Articles of Incorporation of said corporation to read as follows:

ARTICLE III.

> The principal office or place of business of the corporation is to be located at Hailey, Idaho. The name and address of the corporation's agent for service of process is C.T. Corporation System, 300 N. 6th St. Boise, Idaho 83701.

And, further, that the meeting was duly held pursuant to notice, and a resolution was offered and unanimously adopted by vote of said shareholders, to amend Article IV of the Articles of Incorporation of said corporation to read as follows:

ARTICLE IV.

> The total number of shares which the corporation shall have the authority to issue is 400,000 consisting of 200,000 shares which shall be designated "EIGHT PER CENT CUMULATIVE CONVERTIBLE PREFERRED SHARES". Said preferred stock shall have a par value of $25.00 per share. 200,000 shares which shall be designated "COMMON SHARES". Said Common Shares shall have a par value of $25.00 per share.

And, further, that the meeting was duly held pursuant to notice, and a resolution was offered and unanimously adopted by vote of said shareholders, to amend Article V of the Articles of Incorporation of said corporation to read as follows:

ARTICLE V.

None of the shares of the corporation shall in any manner whatsoever be subject to any assessment for the purposes of paying expenses, conducting business or paying debts, and the corporation shall have no power to levy and collect assessments upon such shares in any manner or form. Preferences, privileges, and restrictions of the shares of each class are as follows:

(a) The holders of record of the 8 Per Cent Cumulative Preferred Shares (hereinafter called Preferred Shares) shall be entitled to cash dividends when and as declared by the Board of Directors at the rate of 8% per share per annum and no more, payable in equal annual installments on September 30 in each year. Such cash dividends on Preferred Shares shall be cumulative so that, if for any dividend period cash dividends at the rate of 8% per share per annum shall not have been declared and paid or set apart for payment on the Preferred Shares outstanding, the deficiency shall be declared and paid or set apart for payment prior to the making of any dividend or other distribution on the Common Shares. Cash dividends on Preferred shares shall accrue from the date of issue, if that be a dividend date, otherwise from the dividend date next preceding the date of issue of such Preferred Shares. Upon the payment or setting apart for payment of all dividends, current and accumulated, at the rate of 8% per share per annum upon the outstanding Preferred Shares, the directors may declare and pay dividends upon the Common Shares.

(b) In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of record of the outstanding Preferred Shares shall be entitled to be paid $25 for each of such preferred shares, plus accumulated dividends thereon up to the date of such liquidation, dissolution, or winding up of the Corporation whether or not the Corporation shall have a surplus or earnings available for dividends, and no more. After payment to the holders of Preferred Shares of the amount payable to them as above set forth, the remaining assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

(c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

And, further, your petitioners certify that they have complied in all respects with the laws of the State of Idaho and amendments thereto to amend the Articles of Incorporation of POWER Engineers.

WHEREFORE, we pray that the said Articles of Incorporation of POWER Engineers be so amended.

DATED and signed this 13th day of February, 1985.

POWER ENGINEERS, INC.

By: _____
President

ATTEST: _____
Secretary

STATE OF IDAHO)
: ss
COUNTY OF BLAINE)

I, Janis James, a Notary Public, do hereby certify that on this 13th day of February, 1985, personally appeared before me Hans U. Buhler, who, being by me first duly sworn, declared that he is the President of POWER Engineers, Inc., that he signed the foregoing document as president of the corporation, and that the statements therein contained are true.

_____
NOTARY PUBLIC FOR IDAHO
Residing at Hailey, Idaho
My Commission Expires: 7-11-87

(SEAL)

0533A

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT
OF

POWER ENGINEERS, INCORPORATED

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of POWER ENGINEERS, INCORPORATED duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated March 11, 1985

GREAT SEAL OF THE STATE OF IDAHO
ESTO PERPETUA

Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

CAM 779

AMENDMENT OF ARTICLES OF INCORPORATION OF

POWER ENGINEERS, INCORPORATED

Hans U. Buhler, President, and Jeffrey M. Rostberg, Secretary of the above-named corporation, respectfully show that:

The above-named corporation was organized under the laws of the State of Idaho and was issued a charter by the Secretary of State dated February 27, 1976, with its principal place of business in Pocatello, Bannock County, Idaho.

The undersigned, the duly elected and qualified President and Secretary of the said corporation, hereby certify that statutory notice was given to each shareholder of the said corporation of a special meeting of shareholders to be held on September 6, 1984, and notice stated the time and place of meeting and the purposes thereof.

And, further, that the meeting was duly held pursuant to notice, and a resolution was offered and unanimously adopted by vote of said shareholders, to amend Article III of the Articles of Incorporation of said corporation to read as follows:

ARTICLE III.

> The principal office or place of business of the corporation is to be located at Hailey, Idaho. The name and address of the corporation's agent for service of process is C.T. Corporation System, 300 N. 6th St. Boise, Idaho 83701.

And, further, that the meeting was duly held pursuant to notice, and a resolution was offered and unanimously adopted by vote of said shareholders, to amend Article IV of the Articles of Incorporation of said corporation to read as follows:

ARTICLE IV.

> The total number of shares which the corporation shall have the authority to issue is 400,000 consisting of 200,000 shares which shall be designated "EIGHT PER CENT CUMULATIVE CONVERTIBLE PREFERRED SHARES". Said preferred stock shall have a par value of $25.00 per share. 200,000 shares which shall be designated "COMMON SHARES". Said Common Shares shall have a par value of $25.00 per share.

And, further, that the meeting was duly held pursuant to notice, and a resolution was offered and unanimously adopted by vote of said shareholders, to amend Article V of the Articles of Incorporation of said corporation to read as follows:

ARTICLE V.

None of the shares of the corporation shall in any manner whatsoever be subject to any assessment for the purposes of paying expenses, conducting business or paying debts, and the corporation shall have no power to levy and collect assessments upon such shares in any manner or form. Preferences, privileges, and restrictions of the shares of each class are as follows:

(a) The holders of record of the 8 Per Cent Cumulative Preferred Shares (hereinafter called Preferred Shares) shall be entitled to cash dividends when and as declared by the Board of Directors at the rate of 8% per share per annum and no more, payable in equal annual installments on September 30 in each year. Such cash dividends on Preferred Shares shall be cumulative so that, if for any dividend period cash dividends at the rate of 8% per share per annum shall not have been declared and paid or set apart for payment on the Preferred Shares outstanding, the deficiency shall be declared and paid or set apart for payment prior to the making of any dividend or other distribution on the Common Shares. Cash dividends on Preferred shares shall accrue from the date of issue, if that be a dividend date, otherwise from the dividend date next preceding the date of issue of such Preferred Shares. Upon the payment or setting apart for payment of all dividends, current and accumulated, at the rate of 8% per share per annum upon the outstanding Preferred Shares, the directors may declare and pay dividends upon the Common Shares.

(b) In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of record of the outstanding Preferred Shares shall be entitled to be paid $25 for each of such preferred shares, plus accumulated dividends thereon up to the date of such liquidation, dissolution, or winding up of the Corporation whether or not the Corporation shall have a surplus or earnings available for dividends, and no more. After payment to the holders of Preferred Shares of the amount payable to them as above set forth, the remaining assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

(c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

And, further, your petitioners certify that they have complied in all respects with the laws of the State of Idaho and amendments thereto to amend the Articles of Incorporation of POWER Engineers.

WHEREFORE, we pray that the said Articles of Incorporation of POWER Engineers be so amended.

DATED and signed this 13th day of February, 1985.

POWER ENGINEERS, INC.

By: Hans U. Buhler
President

ATTEST: Jeffrey M. Rostben
Secretary

STATE OF IDAHO)
: ss
COUNTY OF BLAINE)

I, Janis James, a Notary Public, do hereby certify that on this 13th day of February, 1985, personally appeared before me Hans U. Buhler, who, being by me first duly sworn, declared that he is the President of POWER Engineers, Inc., that he signed the foregoing document as president of the corporation, and that the statements therein contained are true.

Janis James
NOTARY PUBLIC FOR IDAHO
Residing at Hailey, Idaho
My Commission Expires: 7-11-87

(SEAL)

0533A

52959

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of GGI, INC., an Idaho corporation, into POWER ENGINEERS, INCORPORATED, an Idaho corporation, duly signed and verified 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 merger and attach hereto a duplicate original of the Articles of Merger.

Dated: March 18, 1993

GREAT SEAL OF THE STATE OF IDAHO

Pete T. Cenarrusa
SECRETARY OF STATE

By Lolly J. Clark

ARTICLES OF MERGER

OF

POWER ENGINEERS, INCORPORATED

SEC. OF STATE
93 MAR 18 AM 8 42

ARTICLE I

PLAN

POWER ENGINEERS, INCORPORATED, an Idaho corporation, (hereinafter "POWER"), acquired 3,510 representing 100% of the issued and outstanding stock of GGI, INC., an Idaho corporation, (hereinafter "GGI"), in exchange for a part of POWER's common voting stock.

The Directors, Officers, Bylaws and Articles of Incorporation of the surviving corporation shall remain unchanged and unaffected by this merger. The voting rights of those shares of GGI acquired by POWER, shall have the same rights as those of POWER.

ARTICLE II

SURVIVING CORPORATION

The name of the surviving corporation is POWER ENGINEERS, INCORPORATED, an Idaho corporation. GGI, INC, an Idaho corporation shall cease to exist. As of the date of merger, the capital stock of POWER shall have a $.50 par value.

ARTICLE III

OUTSTANDING SHARES

The authorized capital stock of POWER is 200,000 shares of common stock, each having a $0.50 par value, of which prior to this merger, 80,971 shares of such stock were issued and outstanding.

The authorized capital stock of GGI is 100,000 shares of common stock, each having a One Dollar ($1.00) par value, of which prior to this merger, 3,510 shares of such stock were issued and outstanding.

ARTICLE IV

APPROVAL OF SHAREHOLDERS

This merger has been approved by one hundred percent (100%) of POWER's shareholders entitled to vote, representing all 80,971 issued and outstanding shares of common stock, and by the board of directors of POWER at a special meeting held on November 10, 1992.

This merger has been approved by one hundred percent (100%) of GGI's shareholders entitled to vote, representing all 3,510 issued and outstanding shares of common stock, and by the board of directors of GGI at a special meeting held on October 19, 1992.

DATED this 5 day of March, 1993.

POWER ENGINEERS, INCORPORATED
an Idaho corporation

By: _____
Its: President

POWER ENGINEERS, INCORPORATED
an Idaho corporation

By: _____
Its: Secretary

GGI, INC.,
an Idaho corporation

By: _____
Its: President

GGI, INC.,
an Idaho corporation

By: _____
Its: Secretary

STATE OF IDAHO,)
) ss.
County of Blaine.)

On this 5 day of March, 1993, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Pete Van Der Meulen, who, being by me first duly sworn declared that he is the President of POWER ENGINEERS, INCORPORATED, an Idaho corporation, and that he signed the foregoing document as President of the corporation, and that the statements contained therein are true.

WITNESS my hand and official seal.

Sue Anne Bennett
Notary Public for Idaho
Residing at Ketchum Id.
Commission expires 7/21/95

STATE OF IDAHO,)
) ss.
County of Blaine.)

On this 5 day of March, 1993, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Larry L Hessenflow, who, being by me first duly sworn declared that he is the Secretary of GGI, INC., an Idaho corporation, and that he signed the foregoing document as Secretary of the corporation, and that the statements contained therein are true.

WITNESS my hand and official seal.

Sue Rae Bennett
Notary Public for Idaho
Residing at Ketchum Id.
Commission expires 7/21/95

FILED

ARTICLES OF AMENDMENT OF
POWER ENGINEERS, INCORPORATED

2 AM 10: 09

99 Dec 2

STATE OF IDAHO

ARTICLE 1
NAME

The name of this corporation is POWER Engineers, Incorporated.

ARTICLE 2
AMENDMENTS

Article IV of the Articles of Incorporation of said corporation shall be amended as follows:

The authorized number of Shares in common stock for POWER Engineers, Inc. is 150,886.

ARTICLE 3
DATE OF ADOPTION

The Amendment has been approved by the Shareholders at a meeting duly held pursuant to notice, and unanimously adopted by vote of said shareholders on March 29, 1999. 46,776 shares were voted, which represents all outstanding shares, in favor of the Amendment.

ARTICLE 5
EFFECT OF AMENDMENT

The Amendment provides for the reduction of 49,114 shares of authorized shares from 200,000 to total 150,886 authorized shares of common stock.

The undersigned does hereby state that these Articles of Amendment were executed on the 29th day of March, 1999 at the POWER Engineers' office located at 3940 Glenbrook Drive, Hailey, ID 83333.

Suzanne Walsh, Secretary

STATE OF IDAHO)
) ss
County of Blaine)

On this 1 day of Dec, 1999, before me a Notary Public in and for said state, personally appeared Suzanne Walsh, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

JANIS JAMES NOTARY PUBLIC STATE OF IDAHO

Notary Public for Idaho
Residing at: Hailey, Idaho
Commission Expires: 7-11-2005

IDAHO SECRETARY OF STATE
12/02/1999 09:00
CK: 42142 CT: 70384 BH: 278459
1 @ 30.00 = 30.00 AMEND PROF # 2

C 52959

HLY 10-335(11/30/99)sw

FILED/EFFECTIVE

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STATE OF IDAHO

ARTICLES OF AMENDMENT OF POWER ENGINEERS, INCORPORATED, AN IDAHO CORPORATION

ARTICLE 1
NAME

The name of this corporation is POWER Engineers, Incorporated.

ARTICLE 2
AMENDMENTS

Article IV of the Articles of Incorporation of said corporation shall be amended as follows: The authorized number of Shares of common stock for POWER Engineers, Incorporated is five hundred twenty-five thousand (525,000) shares.

ARTICLE 3
DATE OF ADOPTION

The Amendment has been approved by the Shareholders at a meeting duly held pursuant to notice, and adopted by vote of said shareholders on May 9, 2001. Thirty nine thousand two hundred seventy one (39,271) shares were voted for, which represents a majority of the shares, in favor of the Amendment.

ARTICLE 4
EFFECT OF AMENDMENT ON ISSUED SHARES

The Amendment provides for an increase in the number of shares the Corporation is authorized to issue from one hundred fifty thousand, eight hundred sixty-six (150,866) shares to five hundred twenty-five thousand (525,000) authorized shares of common stock.

The undersigned does hereby state that these Articles of Amendment were executed on the 25th day of June, 2001 at the POWER Engineers Incorporated office located at 3940 Glenbrook Drive, Hailey, ID 83333.

Barry Neiwert, Secretary

STATE OF IDAHO)
) ss
County of Blaine)

On this 25th day of June, 2001, before me a Notary Public in and for said state, personally appeared Barry Neiwert, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

SUZANNE BRITTSAN WALSH NOTARY PUBLIC STATE OF IDAHO

Suzanne Brittsan Walsh
Notary Public for Idaho
Residing at: Hailey, Idaho
Commission Expires: [illegible]

IDAHO SECRETARY OF STATE
06/26/2001 09:00
CK: 57363 CT: 70384 BH: 484921
1 @ 30.00 = 30.00 AMEND PROF 1 2

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