



SEP 20 2005

DO NOT FILE NO
THIS SECTION

F-1229884-0

APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS
IN ARIZONA

1. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a tradename or trademark, attach Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

The name of the corporation is: KITTELSON & ASSOCIATES, INC
A(n) OREGON Corporation
(State, Province or Country)

☒ We are a foreign corporation applying for authority to transact business in the state of Arizona.

We are a foreign corporation currently authorized to transact business in Arizona and must now file this Application for New Authority pursuant to A.R.S. § 10-1504 because we have changed the following in our domicile jurisdiction:

- ☐ Our actual corporate name (or the name under which we originally obtained authority in Arizona).
☐ The period of our duration.
☐ The state, province or country of our incorporation.

1. The exact name of the foreign corporation is:

KITTELSON & ASSOCIATES, INC

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

(FN).

2. The name of the state, province or country in which the foreign corporation is incorporated is:

OREGON

3. The foreign corporation was incorporated on the 4 day of JANUARY, 1988 and the period of its duration is: PERPETUAL

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

610 SW ALDER ST., SUITE 700
PORTLAND, OR 97205

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

5. The statutory agent must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location.

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

JAMES SCHOEN
33 N. Stone Ave, Suite 800
TUCSON, AZ 85701-1408

01088544
\$ PAID
216 9/21/05 AC
V48096

**DO NOT PUBLISH
THIS SECTION**

- 5.a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

 SAME

5.b. Indicate to which address the Annual Report should be mailed.

- 5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 X or 5a _____.

6. If the purpose of your corporation has any limitations with regard to this section, so indicate. If not, state no limitations or leave blank.

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

 NONE

7. The names and usual business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Name: WAYNE R KITTILSON, PRESIDENT [title]

Address: 9075 SW PINEBROOK

City, State, Zip: TIGARD, OR 97224

Name: JANICE R KITTILSON, SECRETARY [title]

Address: 9075 SW Pinebrook

City, State, Zip: TIGARD, OR. 97224

Name: _____ [title]

Address: _____

City, State, Zip: _____

8. The total number of authorized shares cannot be "zero" or "N/A". Include authorized, not issued shares in this section.

8. The foreign corporation is authorized to issue 1000 shares, itemized as follows: (Attach additional sheets if necessary.)

1000 shares of Common [class or series] stock at
 _____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at
 _____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at
 _____ no par value or par value of \$ _____ per share.

**DO NOT PUBLISH
THIS SECTION**

9. The total number of issued shares cannot be "N/A".

The Application must be accompanied by the following: A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

Attach a certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws the corporation is incorporated.

The agent must consent to the appointment by executing the consent.

9. The foreign corporation has issued 111,111 shares, itemized as follows:

111,111 shares of Common [class or series] stock at
no par value or par value of \$ per share.
 shares of [class or series] stock at
no par value or par value of \$ per share.
 shares of [class or series] stock at
no par value or par value of \$ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

ENGINEERING

DATED this 15th day of SEPTEMBER, 2005

[Name of Corporation]
Executed by Wayne K. Kittelson
Duly Authorized Officer or Director
WAYNE K. KITTELSON
[print name] [title]
PHONE FAX
[optional] [optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 15 day of SEPTEMBER, 2005.

James M. Schoen
Signature
JAMES M. SCHOEN
[Print Name]

[If signing on behalf of a company serving as
statutory agent, print company name here]

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISIONPhoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.DKITTELSON & ASSOCIATES, INC.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is December 31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Wayne K. Kittelson

BY _____

PRINT NAME WAYNE K. KITTELSON

PRINT NAME _____

TITLE PRESIDENT DATE 9/13/05

TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0022 - Business Corporations

Rev: 04/04

CERTIFICATE

State of Oregon

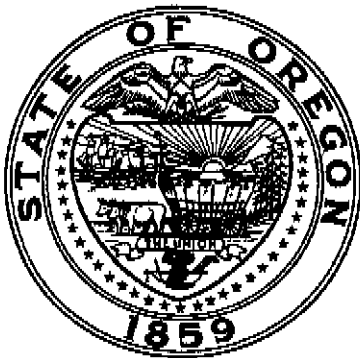
OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached Document File for:

KITTELSON & ASSOCIATES, INC.

*is a true copy of the original documents
that have been filed with this office.*



*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

BILL BRADBURY, Secretary of State

By

Debra L. Virag

Debra L. Virag

September 13, 2005

FILED
IN THE OFFICE OF THE SECRETARY
OF STATE OF THE STATE OF OREGON
JAN 4 1988
CORPORATION DIVISION

ARTICLES OF INCORPORATION
OF
KITTELSON & ASSOCIATES, INC.

ARTICLE I

The name of the corporation is Kittelson & Associates, Inc.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are:

- A. To engage in the business of traffic engineering;
- B. To engage in any other lawful activity for which corporations may be organized under the Oregon Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, without par value, of voting common stock.

ARTICLE V

The street address and the mailing address of the initial registered office of the corporation is 512 SW Broadway, Portland, Oregon 97205 and the name of its initial registered agent at such address is Wayne K. Kittelson.

11
1-4

ARTICLE VI

The name and address of the incorporator are:

Name

Address

Gregory H. Macpherson

900 SW Fifth Avenue
Portland, Oregon 97204

ARTICLE VII

The mailing address for the corporation for notices is
900 SW Fifth Avenue, Suite 2300, Portland, Oregon 97204.

ARTICLE VIII

Any vacancy, including vacancies resulting from an increase in the number of directors, occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director. Any such directorship not so filled by the directors shall be filled by election at the next annual meeting of shareholders or at a special meeting of shareholders called for that purpose.

ARTICLE IX

The name and address of the person who is to serve as director until the first annual meeting of shareholders and until a successor is elected and shall qualify is:

Name

Address

Wayne K. Kittelson

512 SW Broadway
Portland, Oregon 97205

ARTICLE X

The effective date of these Articles of Incorporation shall be the date the Articles are filed by the Corporation Commissioner.

Executed: December 23, 1987



Gregory H. Macpherson,
Incorporator

VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

ARTICLE VI

The name and address of the incorporator are:

Name

Address

Gregory H. Macpherson

900 SW Fifth Avenue
Portland, Oregon 97204

ARTICLE VII

The mailing address for the corporation for notices is
900 SW Fifth Avenue, Suite 2300, Portland, Oregon 97204.

ARTICLE VIII

Any vacancy, including vacancies resulting from an increase in the number of directors, occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director. Any such directorship not so filled by the directors shall be filled by election at the next annual meeting of shareholders or at a special meeting of shareholders called for that purpose.

ARTICLE IX

The name and address of the person who is to serve as director until the first annual meeting of shareholders and until a successor is elected and shall qualify is:

Name

Address

Wayne K. Kittelson

512 SW Broadway
Portland, Oregon 97205

ARTICLE X

The effective date of these Articles of Incorporation shall be the date the Articles are filed by the Corporation Commissioner.

Executed: December 23, 1987



Gregory H. Macpherson,
Incorporator

VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

099459-81

STATE OF OREGON
CORPORATION DIVISION
255 Capitol St NE
Salem, Oregon 97310-1327

E1229884-6
JUL 21 1995
SECRETARY OF STATE

KITTELSON & ASSOCIATES
610 SW ALDER #700
PORTLAND OR 97205

MAY 30, 1995

ACTION: REINSTATEMENT
ENTITY TYPE: DOMESTIC BUSINESS
REGISTRY #: 099459-81
RE: KITTELSON & ASSOCIATES, INC.

(831.115)

Please complete and return this letter and any enclosed documents so that we can file the requested reinstatement.

Please submit \$45.00 to cover the fees for the requested reinstatement.

The above entity hereby requests to be active on the records of the Corporation Division. The effective date of administrative dissolution is 4-2-95.

The reason(s) for administrative dissolution has been eliminated or does not exist.

By: William K. Kittelson
(Authorized Signature)

Date: 6/26/95

PLEASE RETURN THIS LETTER AND ALL DOCUMENTS WITH YOUR RESPONSE AS SOON AS POSSIBLE. IF WE DO NOT HEAR FROM YOU IN 45 DAYS, YOUR ACTION WILL NOT BE COMPLETED.

Document Review/Data Entry
Corporation Division

(503) 986-2200

ENC: Duplicate Annual Report

JSB
NONOTH-814200-06-87

07109503885 831.219 45.00

002
7-2

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal
of said State, do hereby certify:

KITTELSON & ASSOCIATES, INC.

was

incorporated

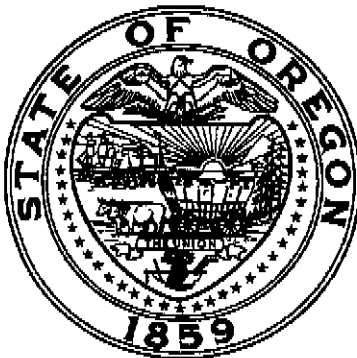
under the Oregon

Business Corporation Act

on

January 4, 1988

and is active on the records of the Corporation Division as
of the date of this certificate.



*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

BILL BRADBURY, Secretary of State

By

Debra L. Virag

Debra L. Virag

September 13, 2005

ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION SUBMISSION COVER SHEET

THIS DOCUMENT SUBJECT TO PUBLIC RECORD - Important: use a separate cover sheet for each document

Regarding (Name/proposed name for Corp./LLC):

KITTELSON & ASSOCIATES, INC.

Please Check or Complete the Appropriate Sections:

- A. 1. ☒ NEW Entity Filing ☐ CHANGE to Existing Entity ☐ Re submission/Corrected Document
2. ☐ Domestic (from Arizona) ☒ Foreign (organized in another state or country)
3. ☒ Profit/Business Corporation (B) ☐ Nonprofit Corporation (NP) ☐ LLC ☐ Trust ☐ Other
4. Payment ☒ Check # _____ ☐ Cash ☐ MOD account # _____
Amount: \$ 210.00 ☐ No fee required ☐ See attached distribution of funds instructions
5. Processing ☒ Expedited (Priority service, \$35 Additional Fee Per Document)
Completed as soon as possible or visit www.cc.state.az.us/corp for current processing times.
☐ Regular Visit www.cc.state.az.us/corp for current processing times.

B. Filing Type: (Check one only)

- ☐ Articles of Domestication
☐ Articles of Incorporation
☐ Articles of Organization
☐ Application to Transact Business(B)
☐ Application to Conduct Affairs (NP)
☒ Application for New Authority
☐ Application for Registration
☐ Articles of Amendment
☐ Articles of Amendment & Restatement

RECEIVED

SEP 20 2005

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

- ☐ Publication of _____
☐ Articles of Correction
☐ Merger of (name): _____
Into: _____
Other: _____

C. Special Instructions: _____

D. Extras:

- ☐ Certified Copies _____ (Qty. @ \$5 ea. for corps or \$10 ea. for LLCs) ☐ Expedite Certified Copies (\$35 extra)
☐ Good Standing Certificate _____ (Qty. @ \$10 ea.) ☐ Expedite Good Standing (\$35 extra)

E. RETURN DELIVERY VIA: ☒ Mail or ☒ Pick Up or ☐ Fax # (520) 544-9616

The following individual should be called to pick up completed documents:

Name: Jenny Mabey

Phone: (520) 544-4067

Pick-up by: _____

Date: _____

Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Name: LOUISA MABEY, CONTROLLER

Firm: KITTELSON & ASSOCIATES, INC.

Address: 610 SW Alder St., Suite 700

City, State, Zip: Portland, OR 97205