



02959590

 AZ CORPORATION COMMISSION  
 FILED

 DO NOT PUBLISH  
 THIS SECTION
**ARTICLE 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, attach tradename certificate.

**ARTICLE 2**

The name cannot imply that the corporation is organized for any purpose other than the initial business indicated in this article.

**ARTICLE 3**

The total number of authorized shares cannot be blank or "Not Applicable." The number of authorized shares must be greater than zero.

**ARTICLE 4**

May be in care of the statutory agent.

**ARTICLE 5**

The agent must provide a physical address. If the statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location. The agent must sign the Articles or provide a consent to acceptance of the appointment.

**ARTICLES OF INCORPORATION  
 OF**

 Pursuant to A.R.S. §10-202  
 (An Arizona Business Corporation)

OCT 26 2009

FILE NO.

15610275

**1. Name:**

The name of the Corporation is:

BINGHAM ENGINEERING CONSULTANTS, INC.
**2. Initial Business:**

The Corporation initially intends to conduct the business of:

STRUCTURAL ENGINEERING CONSULTING  
SERVICES
**3. Authorized Capital:**The Corporation shall have authority to issue 10,000 shares of Common Stock.**4. Known Place of Business: (In Arizona)**

The street address of the known place of business of the Corporation is:

13416 N. 32<sup>nd</sup> ST.
SUITE 100
PHOENIX, AZ 85032
**5. Statutory Agent: (In Arizona)**

The name and address of the statutory agent of the Corporation is:

JONATHAN COLLINS
3241 EAST SHEA BLVD. #1
PHOENIX, AZ. 85028



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**ARTICLE 6**

A minimum of 1  
director is required.

**ARTICLE 7**

A minimum of 1  
incorporator is  
required. All  
incorporators must  
sign both the  
Articles of  
Incorporation and  
the Certificate of  
Disclosure.

**6. Board of Directors:**

The initial board of directors shall consist of 2 director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of shareholders or until his(her)(their) successor(s) is(are) elected and qualifies is(are):

Name: F. DANIEL BINGHAM

Name: ANN W. BINGHAM

Address: 8642 W. YUKON DR

Address: 8642 W. YUKON DR

City, State, Zip: PEORIA, AZ. 85382

City, State, Zip: PEORIA, AZ 85382

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Address: \_\_\_\_\_

City, State, Zip: \_\_\_\_\_

City, State, Zip: \_\_\_\_\_

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

**7. Incorporators:**

The name(s) and address(es) of the incorporator(s) is (are):

Name: F. DANIEL BINGHAM

Name: ANN W. BINGHAM

Address: 8642 W. YUKON DR

Address: 8642 W. YUKON DR

City, State, Zip: PEORIA, AZ 85382

City, State, Zip: PEORIA, AZ 85382

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

**8. Indemnification of Officers, Directors, Employees and Agents:**

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

**9. Limitation of Liability:**

To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.



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Executed this 20<sup>th</sup> day of October, 2009 by all of the  
incorporators.

Signed: [Signature] Ann W. Bingham  
F. DANIEL BINGHAM ANN W. BINGHAM  
Print Name Here Print Name Here

Phone and fax  
numbers are  
optional

PHONE 602-971-5033

FAX 602-971-9781

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

**Acceptance of Appointment By Statutory Agent**

The undersigned hereby acknowledges and accepts the appointment  
as statutory agent of the above-named corporation effective

This 20 day of October, 2009

[Signature]  
Signature

Jonathan S. Collins  
Print Name Here

The Articles must  
be accompanied by  
a Certificate of  
Disclosure,  
executed within 30  
days of delivery to  
the Commission, by  
all incorporators.

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



**PROFIT  
CERTIFICATE OF DISCLOSURE**  
Pursuant to A.R.S. §10-202. (D).

BINGHAM ENGINEERING CONSULTANTS, 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.           | 6. 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. |
| 2. Full birth name.   |  |
| 3. Present home address.                                    |  |
| 4. Prior addresses (for immediate preceding 7-year period). |  |
| 5. Date and location of birth.                              |  |

C. Has any person serving as an officer, director, trustee, incorporator or holder of over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

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.  | 4. Dates of corporate operation.                       |
| 2. Full name (including aliases) and address of each person involved.  | 5. Date and case number of bankruptcy or receivership. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none"><li>(a) Was incorporated.</li><li>(b) Has transacted business.</li></ol> |  |

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 F. Daniel Bingham BY \_\_\_\_\_

PRINT NAME F. DANIEL BINGHAM PRINT NAME \_\_\_\_\_

TITLE PRESIDENT DATE 10/20/09 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.





**ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION COVER SHEET**

**USE A SEPARATE COVER SHEET FOR EACH DOCUMENT**

ARE YOU FILING: ☒ New Entity ☐ Change to existing entity ☐ Re-submission/Correction

**PLEASE COMPLETE ALL APPROPRIATE SECTIONS**

Type In Corp/LLC Name: Bingham Engineering Consultants Inc.

FILING TYPE	REGULAR SERVICE FEE	EXPEDITED SERVICE FEE
<input type="checkbox"/> Articles of Domestication	<input type="checkbox"/> \$100.00	<input type="checkbox"/> \$135.00
<input checked="" type="checkbox"/> Articles of Incorporation (Profit)	<input type="checkbox"/> \$ 60.00	<input checked="" type="checkbox"/> \$ 95.00
<input type="checkbox"/> Articles of Incorporation (Non Profit)	<input type="checkbox"/> \$ 40.00	<input type="checkbox"/> \$ 75.00
<input type="checkbox"/> Articles of Organization (Limited Liability Company)	<input type="checkbox"/> \$ 50.00	<input type="checkbox"/> \$ 85.00
<input type="checkbox"/> Application For Authority (Business)	<input type="checkbox"/> \$175.00	<input type="checkbox"/> \$210.00
<input type="checkbox"/> Application to Conduct Affairs (Non Profit)	<input type="checkbox"/> \$175.00	<input type="checkbox"/> \$210.00
<input type="checkbox"/> Application for New Authority	<input type="checkbox"/> \$175.00	<input type="checkbox"/> \$210.00
<input type="checkbox"/> Application for Registration	<input type="checkbox"/> \$150.00	<input type="checkbox"/> \$185.00
<input type="checkbox"/> Articles of Amendment	<input type="checkbox"/> \$ 25.00	<input type="checkbox"/> \$ 60.00
<input type="checkbox"/> Articles of Amendment & Restatement	<input type="checkbox"/> \$ 25.00	<input type="checkbox"/> \$ 60.00
<input type="checkbox"/> Articles of Correction	<input type="checkbox"/> \$ 25.00	<input type="checkbox"/> \$ 60.00
<input type="checkbox"/> Articles of Merger/Share Exchange	<input type="checkbox"/> \$100.00	<input type="checkbox"/> \$135.00
<input type="checkbox"/> Articles of Merger (Limited Liability Company)	<input type="checkbox"/> \$ 50.00	<input type="checkbox"/> \$ 85.00
<input type="checkbox"/> Affidavit of Publication	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 35.00
<input type="checkbox"/> CORPORATIONS -Certified Copies* <small>*If copies are for different entities the Expedite fee applies to each entity</small>	<input type="checkbox"/> \$5.00 Each ( ) (Enter Quantity)	<input type="checkbox"/> \$40.00 ( ) (Enter Quantity)
<input type="checkbox"/> LLCs - Certified Copies* <small>*If copies are for different entities the Expedite fee applies to each entity</small>	<input type="checkbox"/> \$10.00 Each ( ) (Enter Quantity)	<input type="checkbox"/> \$45.00 ( ) (Enter Quantity)
<input type="checkbox"/> Good Standing Certificate* <small>*If Good Standing Certificates are for different entities the Expedite fee applies to each entity</small>	<input type="checkbox"/> \$10.00 Each ( ) (Enter Quantity)	<input type="checkbox"/> \$45.00 ( ) (Enter Quantity)
<input type="checkbox"/> Other: _____	<input type="checkbox"/> Regular Fee	<input type="checkbox"/> Expedite Fee

SELECT PAYMENT TYPE:

**DO NOT WRITE YOUR CREDIT CARD NUMBER ON THIS FORM!**

<input checked="" type="checkbox"/> Check	Check # _____	Check Amount \$ _____
<input type="checkbox"/> M.O.D. Account	MOD Acct # _____	Mod Amount \$ _____
<input type="checkbox"/> Cash		Cash Amount \$ _____
<input type="checkbox"/> Credit Card -- for in-person filings only		CC Amount \$ _____
<input type="checkbox"/> No fee required		

SELECT ONE RETURN DELIVERY OPTION: ☒ Mail ☐ Pick Up ☐ Fax # ( ) \_\_\_\_\_

**REQUIRED:** Please list the person or company who will be picking up the completed documents.

DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY TWO WEEKS).

Person or Company Name: Bingham Engineering Consultants, Inc. Phone Number: 602-971-3033

Address:  
13416 N. 32nd St.; Suite 100

City: Phoenix State: Arizona Zip: 85032

<b>FOR ARIZONA CORPORATION COMMISSION USE ONLY</b>	
PICK-UP BY: _____	DATE: _____

View current process times at: [www.azcc.gov/Divisions/Corporations](http://www.azcc.gov/Divisions/Corporations)

