



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

TENNEY-KINCAID, INC.

was filed in the office of the Secretary of State on the **fourth** day of **December** A.D., One Thousand Nine Hundred **seventy** and ~~will be~~ 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 **Sandpoint, Idaho** in the County of **Bonner**

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 **fourth** day of **December**, A.D., 19 **70**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
TENNEY-KINCAID, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens of the United States of America, of full legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho.

ARTICLE I

The name of this Corporation is and shall be "TENNEY-KINCAID, INC."

ARTICLE II

The corporate existence shall be perpetual.

ARTICLE III

That the purposes for which it is formed are as follows:

(a) To carry on or conduct an electric installation and contracting business; to bid, solicit, enter into and perform contracts for the doing of electrical work and the furnishing of electric machinery, equipment, appliances, accessories, materials and supplies of all kinds; to service and repair any and all said types of electric machinery, equipment, appliances, accessories, materials and supplies of all kinds; and to do all things necessary and proper to the attainment of the foregoing purposes.

(b) To install and repair heating plants of any and all kinds in buildings; to solicit, bid or enter into and perform contracts for the installation and repair of any and all kinds of heating systems; and to furnish any and all types of machinery, equipment, appliances, accessories, materials, and supplies of all kinds relating to and in connection with heating units.

(c) To conduct the general business of repairing, installing, upkeep, and

maintenance of any and all types of farm equipment; to establish, maintain, conduct and carry on any and all operations necessary or incidental to the manufacture, production, sale and distribution of any and all types of farm equipment and any other similar or kindred types of equipment.

(d) To purchase, or otherwise, acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every class and description.

(e) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, or otherwise dispose of, and to invest, trade and deal in and with real property, and any and all interests therein.

(f) To enter into any kind of contract or agreement, co-operative or profit sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the directors may deem fit.

(g) To build houses or other buildings of every kind and character, either for sale or lease or on contract or otherwise; to lay out, subdivide, resubdivide and plat tracts of land and sell same, either by such subdivision or resubdivision; and to improve lands laid out, subdivide or resubdivide, grade, oil and improve streets, alleys, parks and other places, and sidewalk, curb, and otherwise improve the same, and construct and maintain and operate sewers and any and all other conveniences and matters in connection therewith.

(h) To purchase, lease or otherwise acquire, in whole or in part, the business, goodwill, rights, franchises and property of every kind, and to undertake the whole or any part of the assets or liabilities, of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in the stock or bonds of this company, or otherwise;

to hold or in any manner dispose of the whole or any part of the business or property to be acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(i) To lend money and to negotiate and make loans, either on its own account or as agent or broker for others.

(j) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation, from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate, and/or convey in trust, any or all of its property to secure the payment thereof.

(k) To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt, and to collect for others money due them on notes, checks, drafts, bills of exchange, commercial paper and other evidences of indebtedness.

(l) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state, or government, or any subdivision, district or department thereof.

(m) To acquire, and pay for in cash, shares of stock, bonds or notes of this Corporation, or otherwise, the assets including the goodwill of any person, firm, association or corporation, and to undertake or assume the whole or any part of the obligations or liabilities thereof.

(n) To engage in and conduct any and all kinds of manufacturing businesses.

(o) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the Corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a copartner or natural person could do or exercise, and

which now or hereafter may be authorized by law, and in this part of the world.

(p) To have offices, conduct its business, and promote its objects within and without the State of Idaho, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to place or amount.

(q) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in nowise limited or restricted, by reference to, or inference from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

That the place where its principal business is to be transacted shall be the Kootenai Cut-off Road, Sandpoint, Bonner County, Idaho.

ARTICLE V

That the amount of the capital stock in this corporation shall be Ten Thousand (\$10,000.00) Dollars divided into twenty-five (25) shares of the par value of Four Hundred (\$400.00) Dollars each.

ARTICLE VI

That the amount of capital stock which has actually been subscribed is Two Thousand Four Hundred (\$2,400.00) Dollars; and the following are the names of the persons and the post office address of each of the incorporators and a statement of the number of shares subscribed by each.

| Name | Address | No. of Shares | Amount |
|-----------------|----------------------|---------------|----------|
| Clarence Tenney | Bonnors Ferry, Idaho | 2 | \$800.00 |

| | | | |
|------------------|------------------|---|----------|
| Duane P. Kincaid | Sandpoint, Idaho | 2 | \$800.00 |
| Don L. Swanstrom | Sandpoint, Idaho | 2 | \$800.00 |

IN WITNESS WHEREOF, we have hereunto set our hands and seals this
10 day of November, 1970.

Clarence Perry
Dean P. Honcard
Hon. S. Swenstrom

STATE OF IDAHO)
) ss.
County of Bonner)

On this day before me, the undersigned, a Notary Public in and for said county and state, personally appeared Clarence Tenney, Duane P. Kincaid, and Don L. Swanstrom, to me known to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal this 30 day of November, 1970.

Alvin W. Hunt

Notary Public in and for the State of Idaho
Residing at Sandpoint, Idaho