



ARTICLES OF AMENDMENT (General Business)

FILED EFFECTIVE

To the Secretary of State of the State of Idaho
Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned
corporation amends its articles of Incorporation as follows:

DEC 17 PM 2:17
STATE OF IDAHO

IDAHO SECRETARY OF STATE
12/17/2002 05:00
CK 88395 CT: 28168 BH: 651915
10 30.00 = 30.00 AMEND PROF # 2
10 20.00 = 20.00 EXPEDITE C # 3

1. The name of the corporation is:
Roberts Electric, Incorporated
2. The text of each amendment is as follows:
See Attached

3. The date of adoption of the amendment(s) was: December 13, 2002

4. Manner of adoption (check one):

- ☐ The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-1-1002, Idaho Code, and was, therefore, adopted by the board of directors.
- ☐ None of the corporation's shares have been issued and was, therefore, adopted by the
☐ incorporator ☐ board of directors.
- ☒ The number of shares outstanding and entitled to vote was 2500

The number of shares cast for and against each amendment was:

Amended article	Shares for	Shares against
	2500	

Customer Acct #: C 64515

(if using pre-paid account)

Dated: December 13, 2002

Signed: Richard G. Roberts

Typed Name: Richard G. Roberts

Capacity: President

Web Form

**AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ROBERTS ELECTRIC, INCORPORATED**

DEC 17 PM 2:50
STATE OF IDAHO

Richard G. Roberts and Gale C. Roberts certify that:

1. Richard G. Roberts is the President and Gale C. Roberts is the Secretary of Roberts Electric, Incorporated, an Idaho corporation (the "Corporation").

2. Pursuant to the applicable provisions of 30-1-1001 of the Idaho Code, the Corporation hereby adopts the following Amendment to the Articles of Incorporation of Roberts Electric, Incorporated.

a. Article IV of the Corporation's Articles of Incorporation is hereby deleted in its entirety and restated to read as follows:

"ARTICLE IV

This corporation is authorized to issue only one class of common stock with a par value of One Cent (\$.01) (which hereinafter shall be designated 'Common Stock'). The total number of shares of Common Stock which this corporation shall have the authority to issue is 5,000,000 and each of the issued and currently outstanding 2,500 shares of capital stock of this corporation is split up and converted into 1,000,000 issued and outstanding shares of Common Stock.

Substantially all of the outstanding shares of capital stock of this corporation shall at all times be owned by: (i) employees of this corporation; (ii) the Roberts Electric Employee Stock Ownership Plan and Trust; or (iii) individuals receiving such shares as a benefit pursuant to the provisions of the Roberts Electric Employee Stock Ownership Plan, provided that such individuals must immediately resell such shares to this corporation."

b. Article VII of the Corporation's Articles of Incorporation is hereby added to reads as follows:

"ARTICLE VII

1. The personal liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible

under Idaho law as it now exists or as it may hereafter be amended in a manner more favorable to directors.

2. This corporation is authorized to indemnify the agents, directors, and officers of this corporation to the fullest extent permissible under Idaho law as it now exists or as it may hereafter be amended in a manner more favorable to the agents, directors and officers. Without limiting the generality of the foregoing, this corporation is authorized to provide indemnification of its agents, through by-law provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise to the fullest extent permitted under Idaho law, subject only to the limits set forth in the Idaho Code with respect to actions for breach of duty to this corporation and its shareholders.

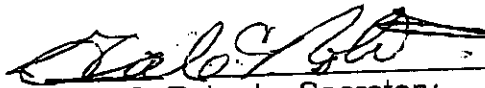
3. Any repeal or modification of the provisions of this Article VII shall not adversely affect any right or protection of a director or agent of this corporation existing at the time of such repeal or modification."

3. The Corporation's board of directors, by unanimous written consent, has duly approved the foregoing Amendment to the Articles of Incorporation of the Corporation in accordance with the provisions of Idaho Code 30-1-821.

4. We further declare under penalty of perjury under the laws of the State of Idaho that the matters set forth in this certificate are true and correct of my own knowledge.

Date: December ~~12~~, 2002


Richard G. Roberts, President


Gale C. Roberts, Secretary

ROBERTS ELECTRIC, INCORPORATED**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS
IN LIEU OF SPECIAL MEETING**

The undersigned, constituting the shareholders of Roberts Electric, Incorporated, a Idaho corporation (the "Corporation"), pursuant to authority to act without a meeting in accordance with Idaho Code Section 30-1-702 and Article II, Section 2, of the Corporation's by-laws, consent to the taking of the actions and adopt the resolutions set out below. This Action by Unanimous Written Consent of the Corporation's Shareholders is in lieu of a special meeting, and all of the actions taken and the resolutions set out in it shall have the same force and effect as if they were taken or adopted at such special meeting. This Action by Unanimous Written Consent of the Corporation's Shareholders is executed as of December 12, 2002, and shall be filed in the Corporation's minute book.

**APPROVAL OF AMENDMENT TO THE
ARTICLES OF INCORPORATION**

WHEREAS, the Corporation's Shareholders believe that it is advisable and in the best interests of the Corporation to approve and adopt the amendment to the Corporation's Articles of Incorporation set forth in Exhibit A attached hereto.

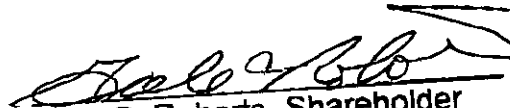
NOW, THEREFORE, BE IT RESOLVED, that the Amendment to the Articles of Incorporation attached hereto as Exhibit A be, and hereby are, approved and adopted; and it is further

RESOLVED, that the President and Secretary of the Corporation are hereby authorized and directed, in the name of and on behalf of the Corporation, to execute, deliver and file any and all documents, papers and instruments, and to do or cause to be done all such acts and things as such officers may deem necessary or desirable in order to carry out the purposes and intent of the foregoing resolution.

Transmittal and receipt of a facsimile copy of this Action by Unanimous Written Consent of the Corporation's Shareholders with the facsimile signatures shall be binding on the parties hereto, with the original executed Action by Unanimous Written Consent of the Corporation's Shareholders to be delivered subsequently via overnight mail.

IN WITNESS WHEREOF, the undersigned have executed this Action by
Unanimous Written Consent of the Corporation's Shareholders as of the date first
written above.


Richard G. Roberts, Shareholder


Gale C. Roberts, Shareholder

**EXHIBIT A TO ACTION BY UNANIMOUS WRITTEN
CONSENT OF THE SHAREHOLDERS OF
ROBERTS ELECTRIC, INCORPORATED**

**AMENDMENT TO THE
ARTICLES OF INCORPORATION**

ROBERTS ELECTRIC, INCORPORATED**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
IN LIEU OF SPECIAL MEETING**

The undersigned, constituting the duly elected and qualified directors of Roberts Electric, Incorporated, an Idaho corporation (the "Corporation"), pursuant to authority to act without a meeting in accordance with Idaho Code Section 30-1-821 and Article III Section 5 of the Corporation's Bylaws, consent to the taking of the actions and adopt the resolutions set out below. This Action by Unanimous Written Consent of the Corporation's Board of Directors is in lieu of a special meeting, and all of the actions taken and the resolutions set out in it shall have the same force and effect as if they were taken or adopted at such special meeting. This Action by Unanimous Written Consent of the Corporation's Board of Directors is executed as of December 12, 2002, and shall be filed in the Corporation's minute book.

**APPROVAL OF AMENDMENT TO THE
ARTICLES OF INCORPORATION**


WHEREAS, the Corporation's Board of Directors believes that it is advisable and in the best interests of the Corporation and its shareholders to approve and adopt the Corporation's Amendment to the Articles of Incorporation set forth in Exhibit A attached hereto.

NOW, THEREFORE, BE IT RESOLVED, that the Amendment to the Corporation's Articles of Incorporation attached hereto as Exhibit A be, and hereby are, approved and adopted; and it is further

RESOLVED, that the President and Secretary of the Corporation are hereby authorized and directed, in the name of and on behalf of the Corporation, to execute, deliver and file any and all documents, papers and instruments, and to do or cause to be done all such acts and things as such officers may deem necessary or desirable in order to carry out the purposes and intent of the foregoing resolution.

This Action by Unanimous Written Consent of the Corporation's Board of Directors may be executed in multiple counterparts, each of which shall constitute an original, and all of which will constitute a fully executed Action by Unanimous Written Consent of the Corporation's Board of Directors. Transmittal and receipt of a facsimile copy of this Action by Unanimous Written Consent of the Corporation's Board of Directors with the facsimile signatures shall be binding on the parties hereto, with the original executed Action by Unanimous Written Consent of the Corporation's Board of Directors to be delivered subsequently via overnight mail.

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent of the Corporation's Board of Directors as of the date first written above.


Richard G. Roberts, Director


Gale C. Roberts, Director

**EXHIBIT A TO ACTION BY UNANIMOUS WRITTEN
CONSENT OF THE BOARD OF DIRECTORS OF
ROBERTS ELECTRIC, INCORPORATED**

**AMENDMENT TO THE
ARTICLES OF INCORPORATION**