

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

EDWARDS ELECTRIC, INC.

File number C 117687

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 2, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION

JAN 2 1 46 PM '97

OF

SECRETARY OF STATE
STATE OF IDAHO

EDWARDS ELECTRIC, INC.

The undersigned, JOHN T. EDWARDS and MARY E. RAUSCH, natural persons duly acting as incorporators in order to form a corporation under the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is Edwards Electric, Inc.

Article 2. Purposes and Objects. The purpose and object for which the Corporation is formed is the transaction of any and all lawful business. The corporation shall have and exercise the statutory powers specified in the Idaho Business Corporation Act, as the same now exist or may hereafter be amended, and, further, the Corporation shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incident thereto or connected therewith, which are not forbidden by the Acts, other law, or by these Articles of Incorporation.

Article 3. Duration. The Corporation is to have perpetual existence.

Article 4. Registered Office and Agent. The location and street address of the initial Registered Office of the Corporation is 9429 West Halstead, Boise, Idaho 83704, or such other place as determined by the Board of Directors. The initial Registered Agent of the Corporation shall be MARY E. RAUSCH who conducts business at the above address.

Article 5. Aggregate Shares. The aggregate number of shares which the Corporation shall have the authority to issue is 25,000 shares of common stock with a par value of \$1.00 per share.

Article 6. Incorporators. The names and post office addresses of the incorporators are as follows:

IDAHO SECRETARY OF STATE
DATE 01/02/1997 0900 51595

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CK #: 1610 CUST# 74109

CORP

ARTICLES OF INCORPORATION OF EDWARDS ELECTRIC, INC. 100.00= 100.00

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<u>Name</u>	<u>Post Office Address</u>
John T. Edwards	9429 West Halstead Boise, Idaho 83704
Mary E. Rausch	9429 West Halstead Boise, Idaho 83704

John T. Edwards and Mary E. Rausch are husband and wife, and have been for at least the past seventeen (17) years.

Article 7. Initial Directors. There shall be one (1) director constituting the initial Board of Directors of the Corporation. The names and post office addresses of the initial Directors, who are to serve until the first annual meeting of the Stockholders and until their successors are elected and shall qualify, are as follows:

<u>Name</u>	<u>Post Office Address</u>
John T. Edwards	9429 West Halstead Boise, Idaho 83704

Article 8. Preemptive Rights. Stockholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation whether now or hereafter authorized or to any obligations convertible to stock of the Corporation and any such stock or obligation issued by the Corporation shall first be offered to the Stockholders of the Corporation.

Article 9. Amendment of Articles and By-Laws. The initial By-Laws of the Corporation shall be adopted by the majority of the Board of Directors. A majority of the Board of Directors or shareholders shall have the power to alter, amend or repeal the By-Laws or adopt new By-Laws. The Corporation reserves the right to amend, alter or repeal these Articles of Incorporation in the manner prescribed by law, by a majority vote of the Stockholders.

Article 10. Limitation Upon Personal Liability of Directors to the Corporation or its Stockholders. No Director of the Corporation shall be personally liable to the Corporation or its Stockholders for monetary damages for breach of fiduciary duty as a Director, such liability being eliminated, except under the following circumstances:

- a. For any breach of the Director's duty of loyalty to the corporation or its Stockholders;

b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

c. As provided for under Idaho Code, §30-1-48;
or

d. For any transaction from which the Director derived an improper personal benefit.

DATED this 2nd day of January, 1997.

INCORPORATOR:


JOHN T. EDWARDS

DATED this 2nd day of January, 1997.

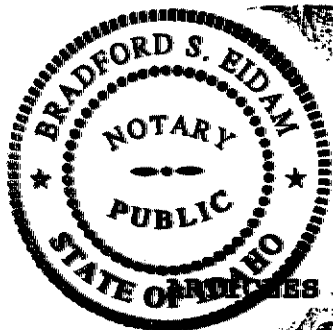
INCORPORATOR:

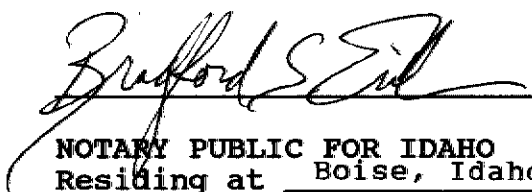

MARY E. RAUSCH

STATE OF IDAHO)
) ss.
County of Ada)

On this 2nd day of January, 1997, before me, a notary public in and for said state, personally appeared JOHN T. EDWARDS and MARY E. RAUSCH, both known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.




NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho

My Commission Expires 03/27/01

ARTICLES OF INCORPORATION OF EDWARDS ELECTRIC, INC. - 3