



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

MERIDIAN ELECTRIC, INC.

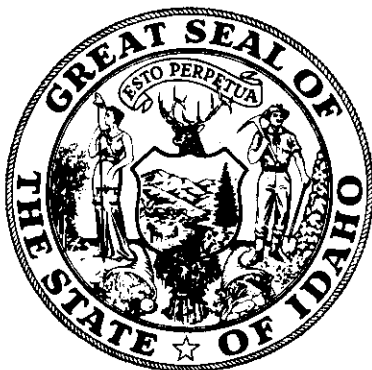
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

MERIDIAN ELECTRIC, INC.

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 July 23, 19 81.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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Corporation Clerk

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SECRETARY OF  
STATE

ARTICLES OF INCORPORATION OF

MERIDIAN ELECTRIC, INC.

WE, THE UNDERSIGNED, all being citizens of the United States of America and over the age of twenty-one years, do hereby voluntarily associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and adopt these Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be and is:

MERIDIAN ELECTRIC, INC.

ARTICLE II - PURPOSES

The nature, objects, and purposes of this corporation are:

1. To engage generally in the business of sale, installation, repair and service of electrical equipment, wiring, supplies, parts, components, and facilities of every type and nature;
2. To purchase, take, own, hold, deal in, improve, develop, manage and mortgage or otherwise encumber personal property, and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of personal property;
3. To purchase, take, own, hold, deal in, improve, develop, manage, sell, lease, mortgage or to otherwise encumber, rent, and deal in and with all forms and kinds of real estate and interests therein that may lawfully be acquired, held, developed, sold and dealt in by corporations under the laws of state or country in which such real property or real estate shall be located;
4. To acquire by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and good will of any one or more persons, firms, associations or corporations heretofore or hereafter be organized under the laws of this State; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or any part of any business thus acquired.
5. To acquire or become interested in, and deal in and with, rights and securities of this or any other corporation or entity; to cause to be formed, reorganized, merged, consolidated, or liquidated, and to promote, take charge of, or aid, in any way permitted by law, the formation, organization, reorganization, merger, consolidation, or liquidation of any other corporation or entity, and to participate in syndicates and underwritings;
6. To enter into any lawful partnerships, joint ventures or any arrangements for sharing costs and profits, union of interests or or reciprocal concessions in any business which this company is authorized

to carry on, so as to directly or indirectly benefit this corporation;

7. To perform, sell, and deal in and with personal and business services in all lawful manners; and

8. To enter into any other business incidental to, connected with or similar to the businesses set forth herein, and to do all of the acts and things, and exercise all of the rights and powers, at any time allowed or permitted to general business corporations for profit organized under the laws of the State of Idaho.

#### ARTICLE III - DURATION

The duration of this corporation shall be perpetual.

#### ARTICLE IV - CAPITAL STOCK

A. The aggregate number of shares of capital stock which this corporation shall be authorized to allot is ten thousand (10,000) shares, and such shares shall have a par value of ten dollars (\$10.00).

B. All of the authorized capital stock shall be of a single class, to be known as common stock, and all shares shall have full voting rights and shall be equal to one another in all respects.

C. All shares shall be fully paid when issued, and shall be non-assessable. The private property of the shareholders shall not be subject to payment of the debts and liabilities of the corporation to any extent whatsoever.

D. No shareholder shall have any pre-emptive or similar right to purchase or subscribe for any shares of stock or any securities convertible into stock of the corporation.

#### ARTICLE V - DIRECTORS

A. The affairs of the corporation shall be managed by a Board of Directors, who shall be elected at each annual meeting of shareholders, or any special shareholders' meeting called for such purpose, with cumulative voting allowed. The initial Board of Directors shall consist of M. Craig Rambo, 5600 W. Ustick Road, Meridian, Idaho, Robert D. Mitich, 5090 View Drive, Meridian, Idaho, and Linda K. Mitich, 5090 View Drive, Meridian, Idaho.

B. The number of directors shall be such number as may from time to time be designated in the By-laws of the corporation, not less than the minimum number permitted by law from time to time. Vacancies on the Board of Directors may be filled in the manner provided in the By-laws.

C. A person who is not a shareholder may serve as a director.

D. Directors shall be empowered to adopt, alter, amend and repeal the By-laws of the corporation from time to time to such persons and for such consideration as the Board of Directors may determine and as may be lawful.

E. It is the intent of these Articles of Incorporation to authorize and empower the Board of Directors to do all acts and things, and exercise all powers, whether or not expressly enumerated herein, to the maximum extent such Board of Directors may be so authorized and empowered pursuant to the corporation laws of the State of Idaho, and these Articles

shall be so construed that unless any particular power and authority be reserved by law in the shareholders to such extent that the same cannot lawfully be delegated to the Board of Directors in these Articles of Incorporation, such power and authority to act without the necessity for meetings of the shareholders shall be deemed so delegated by this provision of the Articles of Incorporation.

#### ARTICLE VI - OFFICERS

The officers of this corporation shall be a president, a secretary, and a treasurer, and, if so determined by the Board of Directors, one or more vice-presidents. The president who is not a member of the Board of Directors may succeed to the office of president unless concurrently with such succession for the office of president, more than one office may be held by a single individual.

#### ARTICLE VII - MEETINGS

A. An annual meeting of shareholders of the corporation shall be held during each calendar year, within or without the State of Idaho, as may be provided for in the By-laws or by resolution of the Board of Directors. Except where a greater vote is expressly required and provided by law, all propositions voted upon at any meeting of shareholders may be carried by the vote of a simple majority of the quorum present at such meeting. Special meetings of the shareholders may be held as provided in the By-laws or in the manner provided by law.

B. The Board of Directors shall hold a meeting immediately following the close of each annual or special meeting of the shareholders, without the necessity for further notice thereof. Other meetings of the Board of Directors shall be held as determined by the Board of Directors and as provided in the By-laws of the corporation. Notice of any meeting may be waived in the manner provided by law, and the Board of Directors may act without the necessity of a formal meeting in the manner allowed by the corporation laws of the State of Idaho.

#### ARTICLE VIII - LEGALITY OF TRANSACTIONS

No contract or other transaction between the corporation and any other corporation, whether or not an affiliate, subsidiary or parent corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any directors, individually, or any firm of which such directors may be members, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that such director, or such firm, is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority of the members thereof; and any director of this corporation who is also a Director or officer of such other corporation, or a member of such firm, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize the same with like force and effect as if he were not such director or officer, or member, or not so interested.

ARTICLE IX - AMENDMENT OF ARTICLES

Except where a greater majority is expressly required by law by reason of the subject matter of the proposed amendment, these Articles of Incorporation may be amended at any annual or special meeting of the shareholders upon a resolution adopted by the affirmative vote of a majority of the shares represented at any such meeting, being a majority of the quorum, if such proposed amendment has been first approved by a majority of the members of the Board of Directors and if the proposed amendment, or a summary thereof, is contained in the notice given to the shareholders of the meeting where such vote is to be taken. Otherwise, these Articles of Incorporation may be amended in the manner provided by the corporation laws of the State of Idaho.

ARTICLE X - REGISTERED OFFICE

The initial registered office of this corporation within the State of Idaho shall be located in Meridian, Ada County, Idaho, and the address thereof is 531 N. Linder Road, Meridian, Idaho. The location of the registered office of the corporation may be changed from time to time by resolution of the Board of Directors. *The registered agent at the above address is M. Craig Rambo.*

ARTICLE XI - INCORPORATORS

The names and addresses of the incorporators of this corporation, and the number of shares of stock for which each subscribes, are as follows:

<u>Name and Address</u>	<u>Shares of Common Stock</u>
ROBERT D. MITICH 5090 View Drive, Meridian, Idaho	1
M. CRAIG RAMBO 5600 W. Ustick Road, Meridian, Idaho	1
LINDA K. MITICH 5090 View Drive, Meridian, Idaho	1

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 2nd day of July, 1981.

Robert D. Mitich  
ROBERT D. MITICH

M. Craig Rambo  
M. CRAIG RAMBO

Linda K. Mitich  
LINDA K. MITICH

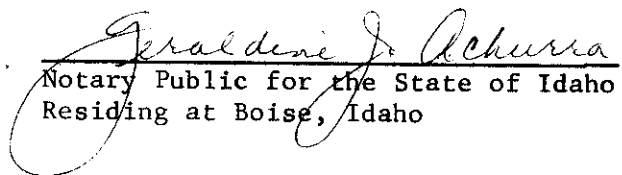
STATE OF IDAHO)

)ss.

COUNTY OF ADA )

On this 2nd day of July, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared ROBERT D. MITICH, M. CRAIG RAMBO, AND LINDA K. MITICH, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they are executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
Notary Public for the State of Idaho  
Residing at Boise, Idaho