

## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

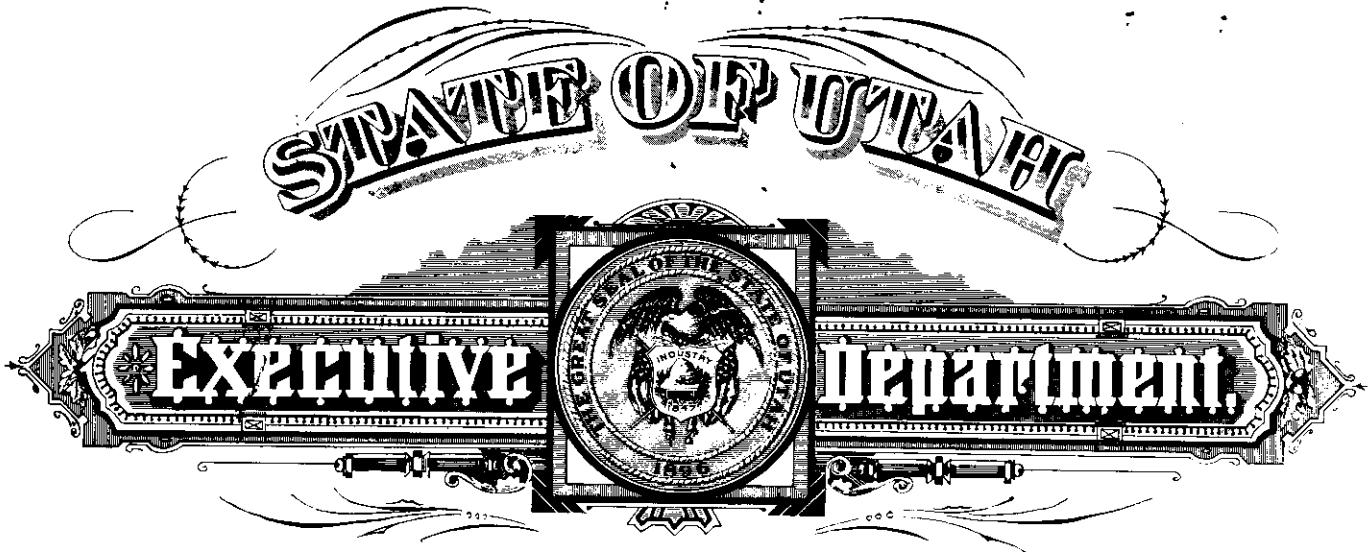
**YATES ELECTRIC COMPANY**

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **25th** day of **February** 19<sup>66</sup>, a properly authenticated copy of its articles of incorporation, and on the **25th** day of **February** 19<sup>66</sup>, a designation of **E. L. Benoit, Attorney** in the County of **Twin Falls** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **25th** day of **February**, A.D. 19<sup>66</sup>.

Secretary of State.



## Secretary of State's Office

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy  
of the Articles of Incorporation thereto of YATES ELECTRIC COMPANY.

AS APPEARS of record IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

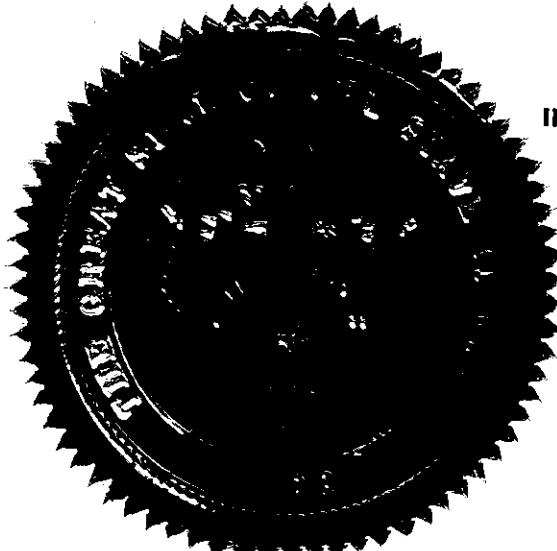
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Thirty-First DAY OF

January 19 66

*Clyde L. Miller*  
SECRETARY OF STATE

BY *Sam G. Burt*  
DEPUTY



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49604  
J. S. 7.50

ARTICLES OF INCORPORATION

OF

YATES ELECTRIC COMPANY

ARTICLE I

The name of the corporation is: YATES ELECTRIC COMPANY.

ARTICLE II

The names and addresses of the incorporators are as follows:

John A. Yates	-	3690 South 2990 East Salt Lake City, Utah
Virginia M. Yates	-	3690 South 2990 East Salt Lake City, Utah
James P. Cowley	-	2977 Glenmare Street Salt Lake City, Utah
Patricia F. Cowley	-	2977 Glenmare Street Salt Lake City, Utah
Florence S. Thayne	-	1544 South Redwood Road Salt Lake City, Utah

ARTICLE III

The period and duration of this corporation is perpetual.

ARTICLE IV

The nature of the business and the objects and/or purposes to be transacted, promoted and/or carried on are:

To establish, maintain, conduct and carry on a general electrical contractor and repair service, and in conjunction therewith to manufacture, produce, buy, import and otherwise acquire electrical fixtures and other electrical equipment, and to own, store, hold, use, sell, export, distribute, lease, pledge and otherwise dispose of and generally deal in and with, at wholesale or retail, as principal or agent for others, upon commission, consignment or otherwise, electrical fixtures and commodities, and other merchandise and personal property of every class, name, nature and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copy-rights, trademark and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trust or persons, public or private, or by the government of the United States of America, or by any foreign government, or by the state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation, and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge,

or otherwise dispose of such bonds, or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Utah upon corporations formed under the General Corporation Law of the State of Utah, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

#### ARTICLE V

The principal office in the State of Utah is located at 1544 South Redwood Road in the City of Salt Lake, County of Salt Lake, State of Utah. The name and address of the Resident Agent of the corporation is: James P. Cowley, 1544 South Redwood Road, Salt Lake City, Utah.

#### ARTICLE VI

The aggregate number of shares of stock, which this

corporation shall have authority to issue is 1,000 shares of common stock of a par value of \$10.00 each. No stockholder shall pledge, sell, assign, or otherwise dispose of any share or shares of stock of this corporation to any person, firm, corporation or association, nor shall the executor, administrator, trustee, assignee or other legal representative of a deceased stockholder pledge, sell, assign, transfer or otherwise dispose of any share or shares of the stock of this corporation to any person, firm, corporation or association nor to any next of kin or legatee or legatees of a deceased stockholder, without first offering said share or shares of stock for sale to the corporation at a price representing the true book value thereof at the time of said offer and the corporation shall have the right to purchase the same out of any funds legally available therefore by the payment of such purchase price at any time within thirty (30) days after receipt of written notice of said offer.

#### ARTICLE VII

The incorporators have subscribed for the following amounts of stock:

John A. Yates	43 shares	\$430.00
Virginia M. Yates	1 "	10.00
James P. Cowley	50 "	500.00
Patricia Cowley	5 "	50.00
Florence S. Thayne	1 "	10.00

#### ARTICLE VIII

The general management of this corporation shall rest with the Board of Directors and such Board of Directors shall consist of not less than three nor more than ten in number. The Board of Directors is, and shall be, authorized to transact the business and exercise the corporate powers of the corporation.

To be qualified, a Director need not have, standing in his own name upon the books of the corporation, any shares of capital stock.

The Directors shall be elected by secret ballot, and the persons receiving the highest number of votes shall be declared duly elected. Voting shall be cumulative. The first Directors shall hold office until the first annual meeting of shareholders and until their successors are elected and qualified. All Directors shall hold office until their successors have been duly elected and qualified or until removed from office as provided by law or the Articles or By-Laws of this corporation.

Officers of the corporation shall be elected by the Board of Directors and shall consist of a President, Vice President, Secretary and/or such other officers as the Board deems wise. The Board of Directors by Resolution of a majority thereof may discharge any officer at any time.

Any officer or Director may resign by filing his written resignation with the Secretary of the company, or with the President or Vice President and upon acceptance of the same by the Board of Directors, the resignation shall become effective. In case the Board of Directors shall neglect to act upon such resignation, the resignation shall become effective twenty (20) days after its receipt, and the office shall be deemed vacant. Any officer may hold two or more offices at the same time, and may exercise the powers and duties of each office that he holds separately or concurrently.

Directors of this corporation may be removed at any time without cause, in the manner provided by the laws of the State of Utah for the removal of officers, or by a vote of 51% of the out-

standing stock of the corporation, voted in person or by proxy, at an annual meeting or a special meeting duly called for that purpose, as hereinafter specifically provided for.

In the case of the death, disability, or resignation of one or more of the officers or directors of the corporation, the remaining officers or directors, although less than a quorum, may fill the vacancies so occurring. The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint such other officers or committees as they deem advisable, who shall have such powers and exercise such discretion as may be conferred upon them.

The names of the officers and Directors, until the first annual meeting of the stockholders of the corporation, and until their successors are elected and qualified shall be as follows:

John A. Yates	- Director and President
Virginia M. Yates	- Director and Vice President
James P. Cowley	- Director and Secretary & Treasurer

#### ARTICLE IX

Meetings of the Board of Directors, for the transaction of any business of the corporation, may be held at its principal place of business in the State of Utah, or at such other places outside of this state or elsewhere within the state, other than its principal place of business, as the Directors may, by Resolution or By-Laws determine.

The Board of Directors may establish stated meetings, to be held in Salt Lake City, Utah, or elsewhere, at such times and at such places as it may determine, and after due notice to each member of the Board of Directors, of the establishment of the time and place of such stated meetings, no further notice need be given

of such meetings.

At least a majority of the members of the Board of Directors shall constitute a quorum, and such quorum, by majority vote, is authorized to transact the business and exercise the corporate powers of the corporation.

A resolution in writing and signed by all of the members of the Board of Directors shall be and constitute action by the Board of Directors to the effect therein expressed, with the same force and effect as though such Resolution had been adopted at a duly convened meeting, and it shall be the duty of the Secretary to record each such Resolution in the minutes of the corporation under the proper date.

#### ARTICLE X

At all meetings of the stockholders each share of the stock shall be entitled to one vote, either in person or by proxy. Fifty-one percent (51%) of the outstanding capital stock shall be necessary to hold a stockholders meeting. Should such fifty-one percent (51%) not be represented at any regular, stated, or special stockholders' meeting, adjournments may be taken from time to time without further notice, until a sufficient number of shares is represented to hold such meeting. A majority of the stock represented thereat shall govern.

The first annual meeting of the stockholders, for the election of officers and the transaction of such other business as may properly come before said meeting, shall be held at the office of the corporation, in Salt Lake City, Utah, on the 20th day of January, 1962, at the hour of 10:00 A.M. Annual meetings shall thereafter be held on the third Saturday of January at the hour of 10:00 A.M. at the home office of the corporation. No notice need

be given of this stated annual meeting. The date and place of any annual meeting may be changed by a resolution of the Board of Directors and by giving notice thereto by mail to all of the stockholders, said notice to contain the new date and place of the annual stockholders meeting.

Special meetings of the stockholders may be called by the President or Secretary, by a majority of the directors, or by any number of stockholders, whose holdings shall not be less than twenty percent (20%) of the outstanding stock of the corporation, upon personal notice, thereof, to each stockholder, or by mailing notice to the addresses of the stockholders, as shown on the stock record books, at least twenty days prior to the date of such meeting.

#### ARTICLE XI

The Board of Directors shall have the power to sell, mortgage, hypothecate, or otherwise dispose of, any of the property of the corporation, without the ratification or consenting vote or other action of the stockholders.

#### ARTICLE XII

These articles may be amended at any regular or special meeting of the stockholders by a vote of a majority of the stockholders present, provided, however, that written notice of the proposed amendments must be given by mail to each stockholder of record at least fifteen days prior to the meeting where such amendments will be considered. The notice must state the date and place of the meeting and must contain a copy of the proposed amendments. If such notice is given no further notice nor publication is necessary.

#### ARTICLE XIII

The stock of this corporation is not assessable.

#### ARTICLE XIV

The private property of the stockholders of this corpora-

tion shall not be liable for the debts or obligations of this corporation.

#### ARTICLE XV

The Directors of the corporation have the power, in their discretion to reserve from the profits each year such amount thereof as they may deem necessary and advisable for the purpose of establishing a reserve fund to be used as working capital in the business of the corporation, and they may employ and use such fund for the purpose of extending the business operations of the corporation or to purchase its own stock, or to purchase stock, bonds, and other obligations of other corporations not prohibited by law.

#### ARTICLE XVI

The corporation may enter into any kind of contract, or agreement, cooperative, or profit-sharing plan, with its officers or employees, that the directors may deem advantageous or expedient, or otherwise, to reward or pay persons for their services, as the Directors may deem fit.

#### ARTICLE XVII

No contract or transaction entered into by the corporation shall be affected by the fact that a Director or Officer of the corporation was personally interested in it, if at the meeting of the Board of Directors making, authorizing or confirming such contract or transaction the interested Director discloses his interest therein and refrains from voting on such contract or transaction, and such contract or transaction is adopted or ratified by a majority of the quorum of Directors present.

#### ARTICLE XVIII

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any

partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership.

#### ARTICLE XIV

Meetings of stockholders may be held outside the State of Utah, if the By-Laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Utah, at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the corporation. Elections of Directors need not be by ballot unless the By-Laws of the corporation shall so provide.

#### ARTICLE XV

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE XVI

Should any court declare any section, line, word, or part hereof, to be unconstitutional or contrary to the laws of the

State of Utah, then such decision shall affect only the section, line, word, or provision of these Articles of Incorporation, declared to be unlawful or unconstitutional, and shall not affect any other section, line, word, or provision of these Articles of Incorporation.

IN WITNESS WHEREOF, the parties to this Agreement have hereunto set their hands this 6th day of December, 1961.

John A. Yates  
Virginia M. Yates  
James P. Cowley  
Patricia F. Cowley  
Elaine S. Thay

STATE OF UTAH )  
) ss.  
COUNTY OF SALT LAKE )

John A. Yates, Virginia M. Yates, James P. Cowley, and Patricia F. Cowley axixxxxxxxxxxxxxxx, each being first duly sworn, upon oath, deposes and says: That they are five of the incorporators of the proposed corporation entitled Yates Electric Company whose foregoing Articles of Incorporation are attached hereto and made a part hereof; that it is their bona fide intention to commence and carry on the business mentioned in the foregoing Articles of Incorporation; and the affiants believe that each party to said Articles has paid, or is able to pay, and will pay the amount of capital stock subscribed for by him; that at least ten percent (10%) of the capital stock of the corporation subscribed by each stockholder has been paid in, and that not less than ten percent (10%) of the total corporate capital stock has been paid in; and that they duly acknowledge that they executed the same.

John A. Yates  
Virginia M. Yates  
James P. Cowley  
Patricia F. Cowley

Subscribed and sworn to before me this 6th day of

December

19 61

Howard A. Chapman  
Notary Public, residing in  
Salt Lake City, Utah

My commission expires: 2-2-65