

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

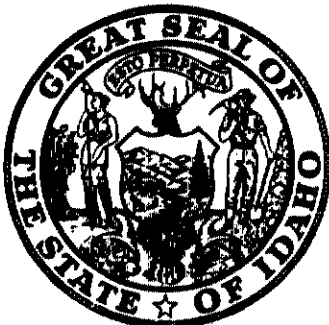
INDUSTRIAL REFRIGERATION, INC.

File number C 106104

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: April 26, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Lonny Herold*

ARTICLES OF INCORPORATION  
OF  
INDUSTRIAL REFRIGERATION, INC.

RECEIVED  
SEC. OF STATE  
94 APR 26 9AM 8 32

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

**FIRST:** The name of the corporation is Industrial Refrigeration, Inc.

**SECOND:** The period of its duration is perpetual.

**THIRD:** The purpose or purposes for which the corporation is organized are the transaction of any and all business for which corporations may be incorporated under the Idaho Business Corporation Act.

**FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is 200,000 shares, all of one class, and all of said shares shall have a par value of \$1.00 each.

**FIFTH:** Provisions denying preemptive rights are: None.

**SIXTH:** Provisions for the regulation of the internal affairs of the corporation are: None.

**SEVENTH:** The address of the initial registered office of the corporation is 217 West 37th Street Bldg. A, Boise, Idaho, 83714, and the name of its initial registered agent at such address is Robert L. Drake.

IDAHO SECRETARY OF STATE  
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CK #: 11421 CUST# 2105  
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**EIGHTH:** The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who will serve as directors until the first annual meeting of shareholders or until his/her successor is elected and shall qualify are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Robert L. Drake	217 West 37th Street Boise, Idaho 83714
Sandra K. Drake	217 West 37th Street Boise, Idaho 83714

**NINTH:** The name and address of the incorporators are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Robert L. Drake	217 West 37th Street Boise, Idaho 83714
Sandra K. Drake	217 West 37th Street Boise, Idaho 83714

**TENTH:** Except as otherwise provided in Section 30-1-54(2) of the Idaho Code, as now in effect and as hereafter amended, the directors of the corporation shall have no personal liability whatsoever for monetary damages to the corporation or its shareholders for breach of fiduciary duty as a director. If the Idaho Business Corporation Act (or successor act) is hereafter amended to further eliminate or limit the liability of a director, then such liability shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Tenth shall not adversely affect any right or protection of a

director of the Corporation existing at the time of such repeal or modification.

**ELEVENTH:** The directors, officers, employees or agents of the corporation, or any person serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified, in the manner and to the fullest extent permitted the by Section 30-1-5 of the Idaho Code, as now in effect and as hereafter amended, against expenses (including attorneys' fees) actually and necessarily incurred by him or her. The directors, officers, employees or agents of the Corporation, or any person serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified in the manner and to the fullest extent permitted by Section 30-1-5 of the Idaho Business Corporation Act, as now in effect or as hereafter amended. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation. If the Idaho Business Corporation Act (or successor act) is hereafter amended to allow for the further indemnification of a director or other person identified above,

then such indemnification shall be extended to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Fourteenth shall not adversely affect any right or protection of a director of the Corporation or other person identified above existing at the time of such repeal or modification.

DATED this 18 day of April, 1994.

  
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ROBERT L. DRAKE

  
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SANDRA K. DRAKE

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