

State of Idaho

Department of State

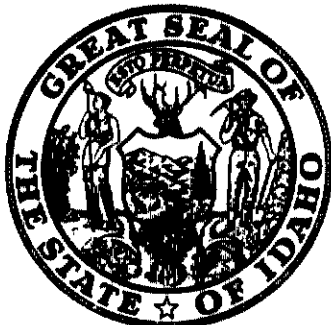
CERTIFICATE OF INCORPORATION OF

AAA HEATING & AIR CONDITIONING, INC.
File number C 106753

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: June 23, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION
OF

AAA HEATING & AIR CONDITIONING, INC.

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The undersigned executes the following Articles of Incorporation for the purpose of forming a corporation under the Idaho Business Corporation Act (Idaho Code Chapter 30-1).

#: C

Article I
Name, Duration, and Purpose

The name of this corporation is AAA HEATING & AIR CONDITIONING, INC.

The duration of this corporation shall be perpetual.

The purpose for which this corporation is organized is to carry on any lawful business for which corporations may be incorporated under the laws of the State of Idaho, and which this corporation may deem proper or convenient, or which may be calculated to promote directly or indirectly the interests of this corporation or to enhance the value of its property or business, even though such business may not be included in the purposes expressed.

Article II
Authorized Capital Stock

The corporation will have authority to issue shares of "voting common stock" and shares of "nonvoting common stock". The total number of shares that the corporation will have authority to issue is 100,000 shares, 11,000 of which will be voting common stock without par value and 89,000 of which will be nonvoting common stock without par value. Except as otherwise required by law, the holders of the voting common stock will possess the exclusive voting power of the shareholders of the corporation for all purposes, including (by way of illustration and not of limitation) the election of directors. The holders of the nonvoting common stock will have no voting power whatsoever. Holders of nonvoting common stock will not be entitled to notice of or to vote or

otherwise participate at any meeting of the shareholders of the corporation. In all other respects, shares of the voting common stock and the nonvoting common stock will be identical.

Article III Preemptive Rights/Cumulative Voting

Shareholders of this corporation shall have no preemptive rights to acquire additional shares issued by the corporation.

Shareholders of this corporation shall have cumulative voting rights for directors.

Article IV Director Liability

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct which violates the Idaho Business Corporation Act, pertaining to unpermitted distributions to shareholders or loans to directors, or (iii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled, or (iv) conduct of the director and officer finally adjudged to be in violation of IC 30-1-48. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Article V Indemnification

The corporation shall indemnify and advance expenses to its directors, officers, agents, and employees as follows:

1. Directors and officers. The corporation shall indemnify its directors and officers to the full extent permitted by the Idaho Business Corporation Act now or hereafter in force. However, such indemnity shall not apply on account of: (i) acts or omissions of the director and officer finally adjudged to be intentional misconduct or a knowing violation of law; (ii) conduct which violates the Idaho Business Corporation Act, pertaining to unpermitted distributions to shareholders or loans to directors, or (iii) any transaction with respect to which it was finally adjudged that such director and officer personally received a benefit in money, property, or services to which the director and officer was not legally entitled.

It shall advance expenses for such persons pursuant to the terms set forth in a separate directors' resolution or contract.

2. Employees and Agents who are not directors. The corporation shall indemnify and advance expenses to its employees and agents who are not directors to the extent authorized by the Board of Directors or the Bylaws, and consistent with law.

3. Implementation. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts, or further arrangements shall include, but not be limited to, implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

4. Survival of indemnification rights. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

5. Service for other entities. The indemnification and advancement of expenses provided under this Article shall apply to directors, officers, employees, or agents of the corporation for both (a) service in such capacities for the corporation, and (b) service at the corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A person is considered to be serving an employee benefit plan at the corporation's request if such person's duties to the corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan.

Article VI Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by statute. All rights of shareholders of the corporation and all powers of directors of the corporation are granted subject to this reservation.

Article VII Initial Directors

The initial Board of Directors of this corporation consists of one director. The name and address of such director is as follows:

NAME	ADDRESS
GUY B. DUMAIS	11525 East 20th Avenue Spokane, Washington 99206

This initial director shall serve until the next annual meeting of shareholders or until the election and qualification of his successors. The number of directors constituting the Board of Directors of this corporation and the classes of directors may be increased, decreased, or modified, respectively, from time to time in the manner specified in the Bylaws of this corporation.

**Article VIII
Registered Office and Agent**

The street address of this corporation's initial registered office is 15290 South Black Rock Bay Road, Coeur d'Alene, Idaho 83814.

GUY B. DUMAIS is the corporation's initial registered agent at such office.

**Article IX
Incorporator**

The name and address of the incorporator is as follows:

NAME	ADDRESS
GUY B. DUMAIS	11525 East 20th Avenue Spokane, Washington 99206

DATED this 11 day of June, 1994.



GUY B. DUMAIS

Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, **GUY B. DUMAIS**, consent to serve as registered agent in the state of Idaho for the following corporation: AAA HEATING & AIR CONDITIONING, INC. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Dated: June 9~~2~~, 1994.



GUY B. DUMAIS

11525 East 20th Avenue
Spokane, Washington 99206