

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**POWELL PLUMBING & HEATING, INC.**

was filed in the office of the Secretary of State on the *2nd* day of *September* A.D., One Thousand Nine Hundred *seventy-five* and *11* be duly recorded on ~~Film No.~~ *microfilm* of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for ~~perpetual Existence~~ from the date hereof, with its registered office in this State located at *Moscow, Idaho* in the County of *Latah*

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 *2nd* day of *September*, A.D., 19 *75*.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
POWELL PLUMBING & HEATING, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a natural person and a citizen of the United States of America, of the age of twenty-one years and upwards, desiring to form a corporation under the laws of the State of Idaho, do hereby adopt these Articles of Incorporation and execute the same in triplicate:

ARTICLE I.

The name of this corporation is "Powell Plumbing & Heating, Inc."

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The location and post office address of the registered office of this corporation in the State of Idaho is 612 South Main Street, Moscow, Idaho 83843.

ARTICLE IV.

This corporation is authorized to issue one class shares of capital stock which shall be designated as common stock.

The total number of shares of common stock this corporation shall be authorized to issue is Two Thousand Five Hundred (2,500) shares.

The par value of each of the shares of common stock shall be One Hundred and NO/100 Dollars (\$100.00).

The aggregate par value of the shares of the corporation shall be Two Hundred Fifty Thousand and NO/100 Dollars (\$250,000.00).

The stock of the corporation shall be non-assessable.

#### ARTICLE V.

The purpose, object and powers of this corporation shall be as follows:

To engage in the business, generally, of operating plumbing and heating stores and outlets.

To engage in the business, generally, of conducting and operating a store or stores within and/or without the state of Idaho for the plumbing and heating business including goods, wares and merchandise of every kind, type and description, at retail or wholesale, or both.

To lease, purchase, or otherwise secure, acquire, own, hold, manage, improve, use, operate, sell, assign, transfer, rent, lease, convey and otherwise deal with and in real and personal property of every type, kind and description.

To, in general, carry on and conduct any other business or businesses which may be advantageously carried on and conducted with, or incidental to, any or all of the businesses, matters and things aforesaid.

To enter into, execute, perform and carry out contracts of every kind for any lawful purpose, the doing of which is incidental, ancillary, related, pertaining, necessary or proper to or connected with any or all of the objects, purposes and kinds of business in this article mentioned.

To lend and advance money or give credit to such persons, firms, partnerships, associations and corporations, and each of them, on such terms as may seem expedient, and to give guaranty and become surety for any such persons, firms, partnerships, associations and corporations, and each of them, but nothing herein contained shall be construed to give this corporation banking powers.

To borrow money without limitation as to the amount for any purpose or purposes of the corporation, whether secured or unsecured, and from time to time, make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange or other obligations of the corporation for moneys borrowed or in payment of property acquired or for any of the other objects or purposes of the corporation or its business, and to secure the payment of such obligations by mortgage, pledge, deed, indenture, agreement, trust deed, or by other lien upon, assignment of, or agreements in regard to, all or any

part of the property, rights, or pledges of the corporation wheresoever situated, whether now owned or hereafter to be acquired.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental, ancillary, related, pertaining, necessary or proper to or connected with any or all of the objects or purposes of this article mentioned or any part or parts thereof, provided that the same shall not be inconsistent with the laws and statutes of the state of Idaho or of any state wherein this corporation shall engage in business.

The purposes specified in this article shall be construed both as purposes and powers and shall not be limited or restricted by reference to or inference from, the terms of any other paragraph or clause in this or any other article, but the purposes and powers specified in each of the paragraphs and clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning or general terms and purposes or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be in like nature.

That the enumeration of purposes and powers herein set forth are not

intended to and shall not in any manner limit or restrict the general powers of this corporation under the laws and statutes of the state of Idaho or any other state or states wherein this corporation shall engage in business.

#### ARTICLE VI.

This corporation shall have power and authority to buy or otherwise acquire its own stock and to hold the same as treasury stock and to sell or otherwise dispose of the same.

#### ARTICLE VII.

The names and post office addresses of each of the incorporators of this corporation, and the number of shares subscribed by each, are as follows:

| <u>Name of<br/>Incorporator:</u> | <u>Post Office<br/>Address:</u>                               | <u>Number of<br/>Shares Subscribed:</u> |
|----------------------------------|---|---|
| Robert F. Adams                  | 2900 North Gulf Blvd. #308<br>Belleair Beach<br>Florida 33535 | One share                               |
| Byron W. Adams                   | 535 North Blaine<br>Moscow<br>Idaho 83843                     | One share                               |
| Cope R. Gale                     | 316 South Washington<br>Moscow, Idaho 83843                   | One share                               |

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our

hands this 27 day of August, 1975.

Robert F. Adams  
Robert F. Adams

Byron W. Adams  
Byron W. Adams

Cope R. Gale  
Cope R. Gale

STATE OF IDAHO            )  
                                      : ss  
County of Latah            )

On this 27 day of August, 1975, before me, the under-  
signed, a Notary Public in and for said state, personally appeared ROBERT F.  
ADAMS, BYRON W. ADAMS, and COPE R. GALE, known to me to be the  
persons whose names are subscribed to the above and foregoing instrument and  
acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I hereunto have set my hand and notarial  
seal the date last above written.

Mary Manderscheid  
NOTARY PUBLIC in and for the State of  
Idaho, residing at Moscow, Idaho.