

ARTICLES OF INCORPORATION

FILED  
Dec 29 4 09 PM '97

OF

CARROLL'S ELECTRIC, INC.

SECRETARY OF STATE  
STATE OF IDAHO

1. Name. The name of the corporation is Carroll's Electric, Inc.
2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be 10,000, all of which shall be common voting stock.
3. Registered office and agent. The registered office of the corporation is 20 E. 23rd No., Mountain Home, ID 83647, and its registered agent at that address is Doyel R. Carroll.
4. Incorporators. The names and addresses of the incorporators are:  
  
Doyel R. Carroll  
20 E. 23rd No.  
Mountain Home, ID 83647  
  
Frances F. Carroll  
20 E. 23rd No.  
Mountain Home, ID 83647
5. Voting Entitlement of Shares.
  - (1) Except as provided in section (2) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.
  - (2) This corporation is not entitled to vote treasury shares.
  - (3) Section (2) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.
6. Corporate purpose. The purpose for which this corporation is organized is to engage in the electrical contracting business. In addition, the Corporation may engage in any and all lawful businesses for which corporations may be incorporated under the Idaho Business Corporation Act.  
IDAHO SECRETARY OF STATE  
DEC 29 1997 09:00  
CK: 2674 DT: 12371 SH: 68159  
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7. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a

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shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be three, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:


<u>Name</u>	<u>Address</u>
Doyel R. Carroll	20 E. 23rd No. Mountain Home, ID 83647
Frances F. Carroll	20 E. 23rd No. Mountain Home, ID 83647
Steven R. Carroll	20 E. 23rd No. Mountain Home, ID 83647

8. Cumulative Voting. All shareholders are entitled to cumulate their votes for directors, that is, they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

9. Indemnification. The corporation may indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

DATED this \_\_\_\_ day of December, 1997.

  
\_\_\_\_\_  
Doyel R. Carroll

  
\_\_\_\_\_  
Frances F. Carroll

CERTIFICATE OF ACKNOWLEDGMENT

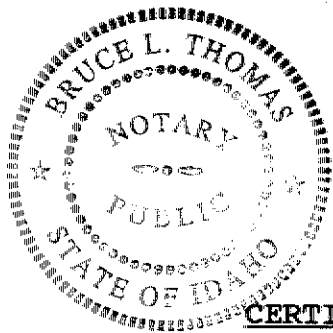
STATE OF IDAHO

County of Ada

ss.

On this 29 day of December, 1997, before the undersigned, a Notary Public, personally appeared DOYEL R. CARROLL, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



Bruce L. Thomas

Notary Public for Idaho  
Residing at Boise ID

My commission expires: 10/24/2000

CERTIFICATE OF ACKNOWLEDGMENT

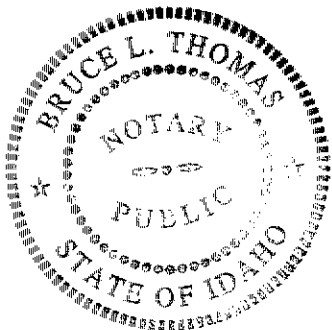
STATE OF IDAHO

County of Ada

ss.

On this 29 day of December, 1997, before the undersigned, a Notary Public, personally appeared FRANCES F. CARROLL, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



Bruce L. Thomas

Notary Public for Idaho  
Residing at Boise ID

My commission expires: 10/24/2000