

# State of Idaho

## Department of State

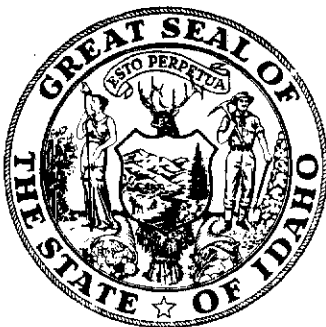
### CERTIFICATE OF INCORPORATION OF

M & S ELECTRIC, INC.  
File number C 117343

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: December 9, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Lonny Harold*

DEC 9 11 03 AM '96

SECRETARY OF STATE  
STATE OF IDAHO

## ARTICLES OF INCORPORATION

OF

M & S ELECTRIC, INC.

The undersigned incorporators, desiring to form a Corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

### ARTICLE ONE

Name: The name of the Corporation is M & S ELECTRIC, INC.

### ARTICLE TWO

Purposes: The purpose of the Corporation is to engage in the electrical contracting business generally; to conduct that business and all of its branches; and to construct, erect, own, equip, maintain, operate and use and to contract with others to construct, erect, and to lease to others to maintain, operate and use electrical shops, storehouses, office buildings and buildings of all kinds, and to pay for the construction, erection, or equipment of those buildings in cash, stocks, or bonds of this Corporation or otherwise; to buy, lease, or rent any and all equipment necessary to conduct the electrical contracting business; and to do such other things that are incidental,

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ARTICLES OF INCORPORATION

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necessary in the operation of the business and in the carrying out of any or all of its purposes; and including the transaction of any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

#### **ARTICLE THREE**

Duration: The period of duration of this Corporation is perpetual.

#### **ARTICLE FOUR**

Registered Office and Registered Agent: The address of the Corporation's initial registered office in the State of Idaho is 133 North Ninth Street, City of St. Maries, County of Benewah, State of Idaho 83861. The name of the Corporation's initial registered agent at such address is JAMES M. WEINMANN.

#### **ARTICLE FIVE**

Stock: The total authorized number of shares of stock which the Corporation has authority to issue is One Thousand (1,000). All such shares are without par value.

#### **ARTICLE SIX**

Transfer of Stock: In case a stockholder desires to sell his or her shares of stock, the stockholder must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in this purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his or her stock shall file notice in writing of the stockholder's intention with the secretary of the Corporation, stating the terms of sale, and unless the stockholder's terms are accepted by any or all other stockholders within thirty (30) days thereafter, they shall be deemed to have waived their privilege of purchasing and the stockholder will be at liberty to sell to anyone else.

#### **ARTICLE SEVEN**

Directors. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

| <u>NAME</u>          | <u>ADDRESS</u>                               |
|----------------------|--|
| 1. James M. Weinmann | 915 Cottonwood Drive<br>St. Maries, ID 83861 |
| 2. Linda L. Weinmann | 915 Cottonwood Drive<br>St. Maries, ID 83861 |

#### **ARTICLE EIGHT**

Incorporators: The name and address of each incorporator of this Corporation is:

NAME

ADDRESS

1. James M. Weinmann


915 Cottonwood Drive  
St. Maries, ID 83861

2. Linda L. Weinmann

915 Cottonwood Drive  
St. Maries, ID 83861

EXECUTED in duplicate this 5th day of  
December, 1996.

  
JAMES M. WEINMANN

  
LINDA L. WEINMANN