

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

WHEELER ELECTRIC, INC.

was filed in the office of the Secretary of State on the first day of May A.D., One Thousand Nine Hundred seventy-four and /^{to 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 Idaho Falls, Idaho in the County of Bonneville

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 first day of May, A.D., 1974.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
WHEELER ELECTRIC, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned citizens and residents of the United States of America and State of Idaho, and each over the age of twenty-one years, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for the purposes as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is:

WHEELER ELECTRIC, INC.

ARTICLE II.

PURPOSES

The purposes of this corporation shall be:

Section 1. To solicit, estimate, bid for, enter into and perform contracts for the installation of electrical systems, machinery, fixtures, apparatus and wiring and for the doing of electrical work and furnishing of electrical machinery, appliances, accessories, materials and supplies of any and all kinds and nature.

Section 2. To design, devise, invent, manufacturer, install, remove, repair, inspect, buy, sell, handle and deal in machinery, plants, appliances, accessories, equipment, fixtures, supplies and materials of all kinds for the generation, transmission, transforming, distribution, supplying and utilization of electricity for all purposes.

Section 3. To manufacture, fabricate, buy, sell, install, repair, trade and deal in machinery and appliances, fixtures, equipment and supplies for the generation, transmission and utilization of electricity and otherwise deal in at wholesale and retail, and to utilize in construction and contracting work, all such new and used machinery, equipment, parts and supplies for the furnishing of electrical and mechanical systems, appliances,

machinery, equipment and apparatus in the construction, repair or alteration of any and all buildings or structures.

Section 4. To solicit, bid for, estimate, enter into and perform contracts for the construction and installation of buildings, structures, road-ways, excavation and installations of water, sewer, utility, drainage or irrigation systems and in general, any and all contracting work for the erection, construction and installation of all buildings, structures and improvements of any and all kinds and for the salvage and demolition thereof.

Section 5. In general, to conduct in all the several departments and branches, the business of contracting for the installation of electrical and mechanical systems in any and all types of structures, buildings and improvements and for the general contracting for any and all types and natures of improvements and development of real estate and structures and buildings thereon and for necessary demolition and salvage thereof and to do everything necessary and conducive to the full accomplishment of the foregoing objects.

Section 6. To purchase, acquire, own, improve, develop, lease as lessee or lessor, exchange, sell, dispose of and otherwise deal in real estate; to purchase, lease as lessee or lessor, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, acquisition, development, improvement and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

Section 7. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property and to accept as security therefore liens on and pledges of real and personal property.

Section 8. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 9. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business properties and other real estate, automotive vehicles, fixtures and supplies, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise dispose of or encumber lands, building, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary or conducive to the full accomplishment of the foregoing objects in this Article II.

Section 10. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venture in such transactions.

Section 11. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III.

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV.

PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this State is 4500 First Street, Bonneville County, Idaho Falls, Idaho. The corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide. The post office address of the registered offices shall be 4500 First Street, Idaho Falls, Idaho, 83401.

Section 2. The operation and business of this corporation shall be carried out in the County of Bonneville, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the Board of Directors may from time to time decide.

ARTICLE V.

CAPITAL STOCK

The amount of the capital stock of the corporation shall be FIFTY THOUSAND DOLLARS (\$50,000.00), divided into 5,000 shares of common stock of the par value of \$10.00 each.

ARTICLE VI.

MANAGEMENT

The management of this corporation shall be vested in a Board of Directors to consist of an uneven number, but not less than three. The directors shall be elected at the annual meeting of stockholders and the number of directors to serve shall be decided at the annual meeting of stockholders as provided in the By-Laws and in the manner and method therein provided.

ARTICLE VII.

DIRECTOR'S MEETINGS

The meeting of the Board of Directors may be held at the principal offices of the corporation in this state, or at such other place or places within or without this state, for the transaction of any business of the corporation as the Directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the Directors shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

ARTICLE VIII.

INCORPORATORS

The name, post office address and number of shares subscribed by each of the incorporators are as follows:

Richard Wheeler 4500 First Street Idaho Falls, Idaho	1 Share
LaRae Wheeler 4500 First Street Idaho Falls, Idaho	1 Share
Jack Draney 485 "E" Street Idaho Falls, Idaho	1 Share

All of the subscribers to these Articles of Incorporation are of full age and citizens of the United States and residents of the State of Idaho.

ARTICLE IX.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such corporation and not so interested.

ARTICLE X.

The corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

ARTICLE XI.

SECTION 1244 IRC

The stock of this corporation shall be issued pursuant to Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 29 day of April, 1974.

Richard Wheeler
Richard Wheeler

LaRae D. Wheeler
LaRae Wheeler

Jack Draney
Jack Draney

STATE OF IDAHO)
) ss.
COUNTY OF BONNEVILLE)

On this 29 day of April, 1974, before me, the under-
signed, a Notary Public for the State of Idaho, personally
appeared RICHARD WHEELER, LA RAE WHEELER & JACK DRANEY, known
to me to be the persons whose names are subscribed to the above
and foregoing Articles of Incorporation and acknowledged to
me that they executed the same.

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

Joel C. Schmidt
Notary Public for State of Idaho
Residing at Idaho Falls, Idaho

(SEAL)