

FILED/EFFECTIVE

01 JUN 11 AM 9:56
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
NORTHWEST MECHANICAL, INC.

KEN WILKINSON and MIKE NOONEY, both being over the age of eighteen (18) years of age and citizens of the United States of America, for the purpose of forming a corporation under the Idaho Business Corporation Act, adopt the following articles of incorporation.

ARTICLE I

The name of this corporation shall be Northwest Mechanical, Inc.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is organized are refrigeration, heating, and cooling systems installation, sales, service, and management, as well as the carrying on, on its own behalf and on behalf of others, whether as agents, consultants, advisors, independent contractors, or otherwise, any and or all other lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE IV

This corporation shall have the authority to issue one (1) class of shares of stock to be designated "common" stock. The aggregate number of shares that the corporation is authorized to issue is One Hundred Thousand (100,000) shares which shall have a par value of One Dollar (\$1.00) per share. The number of authorized shares may not be increased at any time except by vote of a majority of all outstanding shares at a special shareholder meeting expressly called for said purpose in conformity with the special shareholder meeting notice provisions of the corporation's bylaws.

ARTICLES OF INCORPORATION -- 1

IDAHO SECRETARY OF STATE

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ARTICLE V

Shareholders of the corporation shall have a preemptive right to acquire such additional shares of the corporation as may hereafter be authorized in accordance with the terms of Article IV.

The preemptive right shall be only an opportunity to acquire shares under such terms and conditions as the Board of Directors may fix for the purpose of providing a fair and reasonable opportunity for the exercise of such right.

ARTICLE VI

The Board of Directors may enact by resolution, or the shareholders may impose by separate agreement, restrictions on the transferability of the authorized shares of common stock of this corporation. Such transfer restrictions, as may be enacted or imposed, shall be referenced by an appropriate legend to be annotated on all share certificates, and any transfer of shares in violation of such restrictions shall be void and without force and effect as being in contravention of these Articles.

ARTICLE VII

To the fullest extent permitted by the Idaho Business Corporation Act, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement which were actually and reasonably incurred by him in connection with such action, suit or proceeding; and the board may, at any time, approve indemnification of any other person which

the corporation has the power to indemnify under the Idaho Business Corporation Act. Indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. Provided, however, that any indemnification rights provided by this section shall not apply to defeat, bar, or otherwise preclude any claim the corporation may hereafter successfully prosecute, in its own right, against any of its current or former officers and/or directors.

ARTICLE VIII

The Board of Directors shall have full power to adopt, alter, amend or repeal the bylaws or adopt new bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

ARTICLE IX

The Shareholders shall enjoy the right of cumulative voting.

ARTICLE X

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the bylaws, but the number of the first directors shall be two (2) and they shall serve until the first meeting of shareholders or until their successors are elected and qualified. The names and addresses of the corporation's first directors are:

NAME

ADDRESS

Ken Wilkinson

4301 Foothill Drive
Coeur d'Alene, ID 83814

Mike Nooney

3680 W. Seltice Way, #B
Post Falls, ID 83854

ARTICLE XI

The name and address of the registered agent of this corporation is: Northwest Mechanical, Inc., in care of John F. Magnuson, Attorney at Law, 1250 Northwood Center Court, Suite A, Coeur d'Alene, Idaho 83814.

ARTICLE XII

The name and address of the incorporators of this corporation are as follows:

NAME

Ken Wilkinson

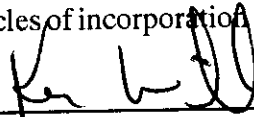
Mike Nooney

ADDRESS

4301 Foothill Drive
Coeur d'Alene, ID 83814

3680 W. Seltice Way, #B
Post Falls, ID 83854

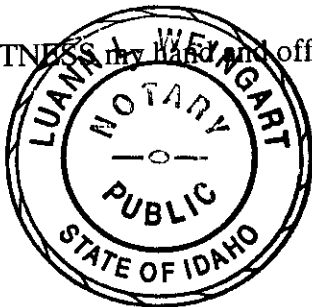
The incorporators have signed these articles of incorporation this _____ day of May, 2001.



KEN WILKINSON

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 31st day of May, 2001, before me, the undersigned, a Notary Public in and for the said State and County, personally appeared, **Ken Wilkinson**, known or identified to me to be the person whose name is subscribed to the within instrument and who acknowledged that he executed the same.

WITNESS my hand and official seal.




Notary Public in and for the State of Idaho
Residing at: Coeur d'Alene
My commission expires: 8/13/05

Mike Nooney
MIKE NOONEY

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 31st day of May, 2001, before me, the undersigned, a Notary Public in and for the said State and County, personally appeared, **Mike Nooney**, known or identified to me to be the person whose name is subscribed to the within instrument and who acknowledged that he executed the same.

WITNESS my hand and official seal.



Luann L. Weingart
Notary Public in and for the State of Idaho
Residing at: Coeur d'Alene
My commission expires: _____