

State of Idaho

Department of State

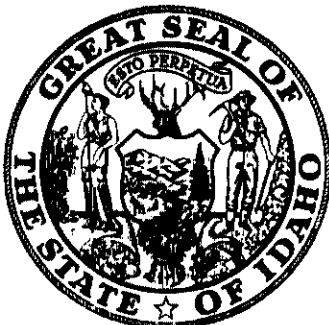
CERTIFICATE OF INCORPORATION OF

CLIMATE CONTROLS INCORPORATED

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: August 2, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION
OF
CLIMATE CONTROLS INCORPORATED

RECEIVED
SEC. OF STATE
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KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, in the majority of our years,
being desirous of forming a corporation under and pursuant to the
laws of the State of Idaho, do hereby enter into and adopt the
following Articles of Incorporation.

ARTICLE I

NAME

The name of record of the Corporation shall be
"CLIMATE CONTROLS INCORPORATED."

ARTICLE II

DURATION

The Corporation shall have perpetual existence, unless
sooner dissolved according to law.

ARTICLE III

PURPOSES

The purposes for which the Corporation is organized are:
to deal in all areas of electrical and mechanical climate control
including installation, contracting, giving of technical advise
relating to climate control, and to do any and all things that
might be reasonably connected with the management or operation of
the foregoing. Further, to have and to exercise all the powers

now or hereafter conferred by the laws of the State of Idaho upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

The foregoing shall be made and construed as purposes and powers of the Corporation, and enumeration thereof shall not be construed as limiting or restricting in any manner the powers of this Corporation, which shall always have such incidental powers as may be connected with or related to any specific power herein enumerated.

ARTICLE IV

CAPITAL STOCK

1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is Fifty Thousand (50,000) shares of Common Stock at no par value. All stock of the Corporation shall be of the same class and shall bear the same rights and preferences.

2. Dividends. Dividends are payable on the Common Stock, when and as declared, out of unreserved and unrestricted earned surplus of the Corporation. Dividends on Common Stock may be in the form of cash, property, of shares of Common Stock.

3. Voting Rights of Shareholders. Each holder of the Common Stock shall be entitled to one (1) vote for each share of Stock standing in his name on the books of the Corporation. At each election of Directors, each holder of the Common Stock shall

have as many votes as the number of shares of Common Stock owned by him multiplied by the number of Directors to be elected by the holders of the Common Stock. These votes may be divided among the total number of Directors to be elected by the holders of the Common Stock, or they may be distributed among any lesser number in such proportion as the holder may desire.

4. Consideration for Shares. Common Stock shall be issued for such consideration as shall be fixed from time to time by the Board of Directors. In absence of fraud, the judgement of the Directors as to the value of any property or services recieved, in full or partial payment for shares, shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid.

5. Pre-emptive Rights. Before publicly selling or offering to sell any additional shares of its Common Stock, or any stock, bonds, debentures, or other securities convertible into Common Stock, the Corporation shall first offer to all holders of its Common Stock the right to purchase a pro-rata portion of such Common Stock or such securities which are convertible into Common Stock.

6. Limitation on Transfer of Shares. No stockholder shall have the right to pledge or encumber any of his shares of Stock in the Corporation without the consent of the other shareholders.

ARTICLE V

MINIMUM PAID-IN CAPITAL

The Corporation shall not commence business until consideration of the value of at least One-Thousand Dollars (\$1,000.00) has been recieved by it for the issuance of such shares.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Office of the Corporation in the State of Idaho shall be 315 West Center, Pocatello, Idaho 83204. Registered Agent at this address is Donald V. Carter.


DONALD V. CARTER - REGISTERED AGENT

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be in Bannock County, State of Idaho, but the Corporation shall have the right to do business in any other county, state or country.

ARTICLE VIII

DIRECTORS

The number of Directors constituting the initial Board of Directors is three (3). 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 qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Donald V. Carter	9161 Caribou Rd. Pocatello, Idaho 83204
Darwin V. Carter	157 North 400 West Lindon, Utah 84042
Clara J. Carter	157 North 400 West Lindon, Utah 84042

ARTICLE IX

INCORPORATORS

<u>NAME</u>	<u>ADDRESS</u>
Donald V. Carter	9161 Caribou Rd. Pocatello, Idaho 83204
Darwin V. Carter	157 North 400 West Lindon, Utah 84042
Clara J. Carter	157 North 400 West Lindon, Utah 84042

ARTICLE X

AMENDMENT OF ARTICLES

The provisions contained in these Articles of Incorporation may be amended, altered, or repealed from time to time, to the extent and in the manner prescribed by the laws of the State of Idaho, and additional provisions, authorized by such laws as

are then in force upon the Directors, Officers, and Stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, WE, THE INCORPORATORS, have hereunto set our hands this 28th day of July, 1993.

Donald V. Carter
DONALD V. CARTER

Darwin V. Carter
DARWIN V. CARTER

Clara J. Carter
CLARA J. CARTER

STATE OF UTAH)
 : ss.
COUNTY OF UTAH)

I hereby certify that on the 28th day of July, 1993, personally appeared before me, a Notary Public, duly authorized in the state and county named above to take acknowledgments, DONALD V. CARTER, DARWIN V. CARTER and CLARA J. CARTER, who being by me first duly sworn, severally declared to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation and that the statements contained therein are true.

WITNESS my hand and official seal in the county and state named above this 28th day of July, 1993.

STATE OF UTAH
Residing at: Albion, Utah
My commission Expires:

5-11-96

NOTARY PUBLIC

