



Department of State.

CERTIFICATE OF INCORPORATION

PETE T. CENARRUSA
I, ~~ARNOLD WILLIAMS~~ 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

SHEET METAL CONTRACTORS OF IDAHO, INC.

was filed in the office of the Secretary of State on the **second** day
of **April** A. D. One Thousand Nine Hundred **Seventy** and
is ~~to be~~ ~~fully~~ 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 and
Sections 30-1001 to 30-1005, inclusive, 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
Twin Falls, Idaho in the County of **Twin Falls**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **2nd** day of **April**,
A.D., 19 **70**.

Secretary of State.

1 ARTICLES OF INCORPORATION

2 of

3 SHEET METAL CONTRACTORS OF IDAHO, INC.

4
5 KNOW ALL MEN BY THESE PRESENTS that we, the under-
6 signed, citizens of the United States of America, each being
7 over the age of twenty-one (21) due hereby voluntarily asso-
8 ciate ourselves together for the purpose of forming a corporation
9 under the provisions of Section 30-1001, Idaho Code, and we
10 do hereby make, sign, acknowledge and file these Articles of
11 Incorporation for the purpose of forming a corporation under
12 the laws of the State of Idaho, as follows:

13 FIRST: The name of the corporation shall be Sheet
14 Metal Contractors of Idaho, Inc. The principal place of business
15 shall be Twin Falls, Idaho, and the mailing address shall be
16 P. O. Box 865, Twin Falls, Idaho.

17 SECOND: Said corporation is organized to conduct,
18 operate, and maintain an association composed of firms and
19 individuals engaged in the fabrication, erection, and maintenance
20 of architectural sheet metal, commercial and industrial sheet
21 metal, air-conditioning and other specialized businesses re-
22 lating to the sheet metal trade in the State of Idaho.

23 The avowed purposes of this corporation shall be, and are here-
24 with declared to be, as follows:

25 Section 1. To encourage a spirit of cooperation and
26 friendliness among its members; to establish and maintain
27 friendly relations between sheet metal contractors, architects,
28 and engineers, and all other members of the construction in-
29 dustry.

30 Section 2. To take positive steps to protect the
31 industry against imposition, injustice, and encroachments by
32 other industries, by means of the gathering and dissimulation

1 of information of interest and usefulness to its members,
2 and to utilize all other lawful means to protect the industry
3 against unfair competition and trade practices.

4 Section 3. To assemble and disseminate information
5 designed to promote the passage of just and reasonable legis-
6 lation and ordinances effecting the sheet metal industry.

7 Section 4. To encourage participation in the
8 activities of the Sheet Metal and Air Conditioning Contractors
9 National Association, Inc.

10 Section 5. To secure and to disseminate to its
11 members specialized information necessary for the efficient
12 and safe operation of the sheet metal industry.

13 Section 6. To promote sound labor relations based
14 upon the cooperation of labor and management.

15 Section 7. To function as the bargaining and con-
16 tracting agent on the part of management in any controversies
17 or discussions between labor and management involving the
18 members of this association and their employees.

19 Section 8. To engage in all activities which re-
20 sult in the furtherance of the above named purposes.

21 THIRD: The corporation shall have the power and
22 authority to do and perform all acts necessary to accomplish
23 the purposes as set forth hereinbefore in these Articles of
24 Incorporation, including, but not necessarily limited to the
25 following:

26 Section 1. The corporation shall have the power
27 and authority to accept dues and fees from the members at
28 large.

29 Section 2. To continue or participate in the
30 operation of any business or other enterprise which has as its
31 purpose the furtherance of the purposes of this corporation
32 hereinbefore mentioned.

1 Section 3. To invest and reinvest assets of the
2 corporation, regardless of the form or nature of the invest-
3 ment.

4 Section 4. To invest assets in any bank, including
5 a bank operated by any member of the association.

6 Section 5. To acquire, sell, or convey or dispose
7 of any asset, for cash or on credit, at public or private
8 sale; and to manage, develop, improve, exchange, partition
9 change the character of, or abandon an asset or any interest
10 therein; and to encumber, mortgage, or pledge a corporate
11 asset for any term whatsoever.

12 Section 6. To make ordinary or extraordinary
13 repairs or alterations in buildings or other structures, to
14 demolish any improvements, to raise existing or erect new
15 party walls or buildings.

16 Section 7. To enter for any purpose into a lease
17 as lessor or lessee with or without option to purchase.

18 Section 8. To insure the assets of the corporation
19 against damage or loss, and the corporate officers against
20 liability with respect to third person.

21 Section 9. To employ persons, including attorneys,
22 auditors, investment advisors, or agents, even if they are
23 associated with other members of the association, to advise
24 or assist the corporate officers in the performance of their
25 administrative duties; to act without independent investiga-
26 tion upon their recommendation; and instead of acting per-
27 sonally, to employ one or more agents to perform any act
28 of administration, whether or not discretionary.

29 Section 10. To prosecute or defend actions, claims,
30 or proceedings for the protection of corporate assets and
31 of corporate officers in the performance of their duties.
32

1 FOURTH: No part of the funds, dues, or assets of
2 the corporation shall inure to the benefit of, or be dis-
3 tributable to its members, officers, trustees, or other
4 private persons, except that the corporation shall be authorized
5 and empowered to pay reasonable compensation for services
6 rendered and to make payments and distributions in furtherance
7 of the purposes set forth in Article Second hereof.

8 FIFTH: The term of the existence of this corporation
9 shall be perpetual.

10 SIXTH: The number of directors of this corporation
11 shall be from three to thirteen (3-13), said number being
12 determined from time to time by the members of the asso-
13 ciation. The directors shall be elected annually and shall
14 serve until the election and qualification of their successors.
15 The president of the corporation shall be entitled to serve
16 as a director on the board of directors by virtue of having
17 completed service in the office of president of the corporation
18 for the term of one year. The period of time for which
19 said past presidents are entitled to serve on the board of
20 directors shall be one year, or until the said past president
21 shall refuse to serve or resign.

22 SEVENTH: The directors who are to serve the first
23 corporate year shall be elected by the incorporators at the
24 time they organize.

25 EIGHTH: The corporation shall be a non-profit
26 corporation and no stock shall be issued and no dividends or
27 pecuniary benefits shall be tendered to the members thereof.
28 The by-laws of the corporation shall set forth the requirements
29 for individuals to become members of the corporation. The
30 members of the corporation shall receive a membership certificate
31 and each shall member shall have equal voting rights. The
32 officers of the corporation shall be the president, vice-

1 president, secretary and treasurer. The duties of the officers
2 shall be prescribed by the By-Laws.

3 NINTH: The annual meeting of the corporation shall
4 be held on the third Thursday of each February, in the office
5 of the corporation or any other place specified by the board
6 of directors in the call of said meeting, and before any
7 election of directors, the time and place of holding of such
8 election shall be given by publication at least two weeks in
9 some newspaper in the city or town in which such election was
10 held and by posting a like notice in a conspicuous place on
11 the building where such election is to be held for the same
12 length of time.

13 TENTH: Upon the dissolution of the corporation,
14 the board of directors shall, after paying or making pro-
15 visions for the payment of all the liabilities of the corporation,
16 transfer the remaining assets of the corporation to the then
17 existing members of the corporation; provided, however, if the
18 membership at a meeting held for such purpose votes to
19 distribute the remaining assets in some other manner or to
20 other people or entities, such vote shall control.

21 ELEVENTH: The name and address of each of the in-
22 corporators of this corporation are as follows:

<u>Name of Incorporator</u>	<u>Address</u>
Edward J. Farley	Boise, Idaho
John Rogers	Twin Falls, Idaho
Charles Jensen	Pocatello, Idaho
Robert Taylor	Boise, Idaho
Carl Everett	Boise, Idaho

ELAM, BURKE, JEPPESEN, EVANS & BOYD
ATTORNEYS AT LAW
1010 BANK OF IDAHO BUILDING
P. O. BOX 1859
BOISE, IDAHO 83701

IN WITNESS WHEREOF, the parties hereto have here
unto set their hands and seals this 26th day of ~~February~~ ^{March},
1970.

Edward J. Farley
John E. Rogers Jr
Charles W. Jensen
Robert Taylor
Carl R. Everett

STATE OF IDAHO }
County of Twin Falls } ss.

On this 26th day of March, 1970, before
me, the undersigned, a Notary Public in and for said county
and state, personally appeared Edward J. Farley, John E. Rogers, Jr.,
Charles W. Jensen, Robert Taylor, and Carl R. Everett

known to me to be the persons whose names are subscribed to
the 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 first above
written.

Heleen McCallie
Notary Public for Idaho
Residing at Twin Falls, Idaho