



ARTICLES OF INCORPORATION

(General Business)

(Instructions on back of application)

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation to the Secretary of State.

FILED EFFECTIVE

2006 MAY -3 PM 12:40

SECRETARY OF STATE
STATE OF IDAHO

Article 1: The name of the corporation shall be:

CENTURY RADIANT HEATING, INC.

Article 2: The number of shares the corporation is authorized to issue: 10,000

Article 3: The street address of the registered office is: 63 Lille Lane

and the registered agent at such address is: Robert Mills

Article 4: The name of the incorporator is: Robert E Mills

and address of the incorporator is: 63 Lille Lane Careywood, ID

Article 5: The mailing address of the corporation shall be:

PO Box 1156 Sagle, Idaho 83860

Optional Articles: See articles 1 through 9, attached.

Signature of at least one incorporator:

Typed Name: Robert E Mills

Typed Name: _____

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
05/03/2006 05:00
CK: 1163 CT: 199902 BH: 952756
1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

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**ARTICLES OF INCORPORATION
OF
CENTURY RADIANT & HEATING, 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 1

**The name of the corporation is:
CENTURY RADIANT & HEATING, INC.**

ARTICLE 2

The purpose of the corporation is to function as a Heating and Air Conditioning Contractor and such other services as may be associated therewith and the Corporation shall have the power to buy, exchange, lease or otherwise acquire real and personal property or any interest or right therein, add, and to hold, own, operate, control, maintain, manage, and develop such property, businesses and interest in any manner that may be necessary, useful or advantageous and generally do everything suitable, proper and conducive to the purposes identified above whether in the corporation's own right or as a consultant to third parties, and to do any act customarily preformed or done by comparable businesses and to engage in all other lawful activities permitted by corporations.

The Corporation may also conduct business and otherwise carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States or any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district or possessions of the United States or by the foreign country; and it may limit the purpose or powers that it proposes to exercise in any application to do business in any state, territory, district or possession of the United States, or foreign country.

ARTICLE 3

The period of the corporation is perpetual.

ARTICLE 4

The address of the corporation's initial registered office in the state Of Idaho is: 63 Lille, Careywood, County of Bonner, State of Idaho; and the name of its initial registered agent such address is Robert E. Mills.

ARTICLE 5

The aggregate number of shares number of shares which the corporation shall have authority to issue is Ten Thousand (10,000). The total authorized number of shares shall be without par value. The corporation is authorized to issue only one (1) class of stock. Stock shall be issued and transferable only to natural persons who are not aliens.

ARTICLE 6

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 annual board meeting of the shareholders or the until their successors are elected and qualified are:

NAME	ADDRESS
Wanda O. Mills	P.O 1156 SAGLE, Idaho 83860

ARTICLE 7

The name and addresses of each incorporator is:

NAME	ADDRESS
Robert E. Mills	P. O. Box 1156 Sagle, Idaho 83860

ARTICLE 8

No shareholder shall pledge, mortgage, sell or otherwise transfer all or any portion of his capital stock unless it shall first be offered to the corporation at a price no greater than a bona fide offer by any third person, which offer shall be open to the Corporation during said period of One hundred ninety (190) days. In the event any of the said stock is not purchased by the Corporation it shall be offered to the remaining Shareholders in the same proportion as their respective stock interests for a like price and a similar period of time. Should any of the remaining Shareholders decline to purchase their proportionate share of said stock during such period, that share shall be offered to the remaining shareholders for a like price and for a similar period of time. In the event the stock is not purchased by the Corporation or the Shareholders, the remaining stock may then be sold by the Shareholder at the price of the bona fide offer of the third person. Notice of this restriction shall appear on all stock certificates.

If the corporation or stockholders dispute the purchase price of a bona fide offer, the purchase price shall be determined by appraisal. The cost of the appraisal and expense of the appraisal shall be borne equally by the selling and purchasing parties. If the value as determined through an independent appraisal is not satisfactory to either the selling or purchasing party, the value shall be determined by arbitration as follows:

The purchasing party and the selling party shall each name an arbitrator. If the two arbitrators cannot agree on a value, they shall name and appoint a third arbitrator and a decision of the majority shall be binding upon all parties. Arbitration shall be in accordance with the rules of the American Arbitration Association, or such rules that may be in effect at the time of arbitration, and as modified by the Provisions of Idaho Codes 7-901 et seq.. The cost of arbitration shall be borne entirely by the party dissatisfied with the value as determined through independent appraisal.

The terms of payment of the purchase price shall be the terms agreed upon by the selling party and the purchasing parties, if an agreement can be reached. If the parties cannot agree upon the value purchase price shall be paid with twenty (20%) percent down in cash within ten (10) days of the determination of the shares to be purchased, and the balance shall be evidenced by a Promissory Note signed by the purchasing party. The note shall bear interest at a rate equal to the Federal Housing Authority rate of interest at the time of sale, and shall provide for monthly payments of principal and interest over three (3) years, commencing thirty (30) days after payment of the down-payment.. The note shall provide that in the case of default, at the election of the holder, the entire sum of the principal and interest will be immediately due and payable, and for payment by the maker of reasonable attorney's fees to the holder in the event suit is commenced because of any default.

ARTICLE 9

REGULATION OF INTERNAL AFFAIRS

The By-Laws shall be adopted by the Board of Directors. The power to alter, amend or Repeal the By-Laws or to adopt new By-Laws shall be vested in the Board of Directors. The By-Laws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the corporate laws of the State of Idaho or these articles of incorporation.

EXECUTED IN DUPLICATE ON THIS 21 DAY OF April, 2006

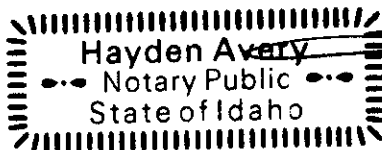
State of Idaho)

Robert E. Mills
Robert E. Mills

County of Bonner)

On this 21st day of April, 2006, before me, a Notary Public in and for said state, personally appeared Robert E. Mills, known to me to be the persons whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I HAVE HERE UNTO SET MY HAND AND OFFICIAL SEAL
ON THE DAY AND YEAR LAST ABOVE WRITTEN.



Hayden Avery
NOTARY PUBLIC - STATE OF IDAHO,
RESIDING IN BONNER COUNTY
MY COMMISSION EXPIRES: June 22, 2011