

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

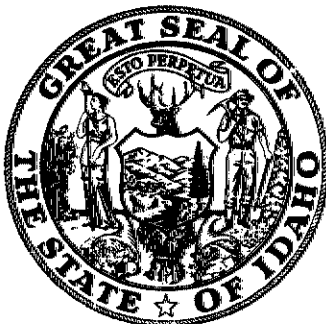
CARL'S HEATING SERVICE, INC.

File number C 108765

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: December 29, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Seibel*

DEC 16 4 46 PM '94
SECRETARY OF STATE

DEC 15 10 28 AM '94
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
CARL'S HEATING SERVICE, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is CARL'S HEATING SERVICE, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is the operation of a heating and air conditioning sales and service business and any other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one hundred shares with no par value.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation and of the initial registered agent, Carl Myers, 1910 American Legion Blvd., Mountain Home, Idaho 83647.


EIGHTH: The number of directors constituting the initial board of directors of the corporation is two. The names and addresses of the persons who are to serve as director are:

Carl E. Myers
1910 American Legion Blvd.
Mountain Home, Idaho 83647

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Christine L. Myers
1910 American Legion
Mountain Home, Idaho 83647

THE UNDERSIGNED, being the original incorporators and subscribers to the capital stock hereinbefore named for the purposes of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set their hands and seals this 16th day of December, 1994.

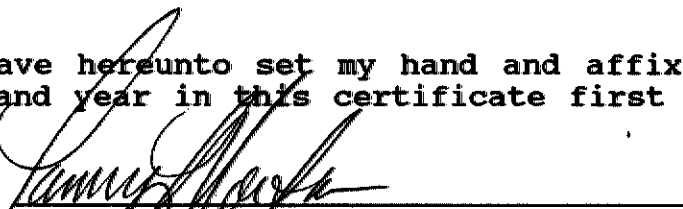

Carl E. Myers


Christine L. Myers

STATE OF IDAHO)
) ss.
County of Ada)

On this 16th day of December, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared Carl E. Myers, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

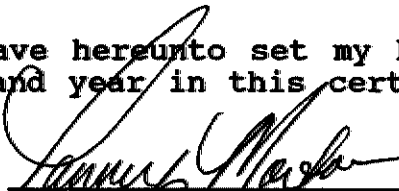
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal as of the day and year in this certificate first above written.


Notary Public for Idaho
Residing at: Boise, Idaho
My Commission Expires: 12/11/99

STATE OF IDAHO)
) ss.
County of Ada)

On this 16th day of December, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared Christine L. Myers known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

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



Notary Public for Idaho
Residing at: Boise, Idaho
My Commission Expires: 12/11/99

RECEIVED
SEC. OF STATE
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CARL'S HEATING & AIR CONDITIONING, INC.
160 North Main
Mountain Home, Idaho 83647
(208) 587-2212

December 22, 1994

Secretary of State
P.O. Box 83720
Boise, ID 83720-0080
Attn: Corporations


Re: Carl's Heating Service, Inc.

Gentlemen:

I write as President of Carl's Heating & Air Conditioning, Inc., and with reference to the Articles of Incorporation which were filed by the above-referenced corporation.

You are hereby notified that Carl's Heating & Air Conditioning, Inc., does hereby give its consent to the use of the name "Carl's Heating Service, Inc." by the above entity.

Yours very truly,



Carl Myers, President
Carl's Heating & Air Conditioning, Inc.