



**CERTIFICATE OF INCORPORATION
OF**

VALLEY HEATING AND COOLING, INC.

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: October 26, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *James M. Tucker*

Oct 26 11 46 AM '81

SECRETARY OF STATE
ARTICLES OF INCORPORATION

OF

VALLEY HEATING AND COOLING, *INC.*

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age, citizens of the United States and residents of the State of Idaho, this day have voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

ARTICLE I

The name of this corporation shall be

VALLEY HEATING AND COOLING, *INC.*

ARTICLE II

The existence of this corporation shall be perpetual.

ARTICLE III

The principal office or place of business of this corporation shall be at 3409 Red Oak Drive in Ada County, Boise Idaho 83703; but the corporation may maintain an office in such towns, cities, or places inside or outside the State of Idaho as the Board of Directors may from time to time determine, or as may be designated by the By-Laws of said corporation. The registered agent shall be Joseph B. Nelson; the registered office shall be at 3409 Red Oak Drive, Ada County, Boise, Idaho 83703.

ARTICLE IV

The purpose for which this corporation is organized is to include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

ARTICLE V

The total amount of capital stock of this corporation is one million dollars (\$ 1,000,000.00) and the number of shares into which it is divided is one million (1,000,000) with a par value of one dollar (\$ 1.00) each. Of this total capital stock, one million shares (1,000,000) with an aggregate value of one million dollars (\$ 1,000,000.00) are common stock. No preferred stock will be claimed or issued.

ARTICLE VI

The members of the governing board of this corporation shall be styled "Directors", and the Board of Directors shall consist of not less than one (1) nor more than seven (7) members, as may be provided by the By-Laws of the corporation.

ARTICLE VII

The name and address of each of the incorporators signing these Articles of Incorporation are as follows:

NAME	ADDRESS
Jeffrey W. Nelson	3409 Red Oak Drive Boise, Idaho 83703
Jay W. Nelson	426 B Pueblo St. Boise, Idaho 83702
Joseph B. Nelson	1960 Verbena Dr. Meridian, Idaho 83642

ARTICLE VIII

A member of the Board of Directors of this corporation shall not be required to be a holder of any of the shares of capital stock of this corporation.

ARTICLE IX

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are as follows:

NAME	ADDRESS
Jeffrey W. Nelson	3409 Red Oak Drive Boise, Idaho 83703
Jay W. Nelson	426 B Pueblo St. Boise, Idaho 83702
Joseph B. Nelson	1960 Verbena Drive Meridian, Idaho 83642

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned constituting the incorporators of the corporation, have executed these Articles of Incorporation this 26th day of October, 1987.

Quire R. Standuff
Comm. Expires 12-09-91

Jeffrey W. Nelson
Jeffrey W. Nelson

Jay W. Nelson
Jay W. Nelson

Joseph B. Nelson
Joseph B. Nelson