

# State of Idaho



## CERTIFICATE OF INCORPORATION OF

*PAUL A. TAYLOR, 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 \_\_\_\_\_

*PAUL A. TAYLOR, INC.*

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: *February 5, 1982*

*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_



ARTICLES OF INCORPORATION

OF

PAUL A. TAYLOR, INC.

The undersigned, being a natural citizen of the United States and of the age of majority, and a resident of the United States of America and of the State of Idaho, acting as incorporator of a corporation hereinafter referred to as the "Corporation" under the provisions of Title 30, Chapter 1, Idaho Code, the Idaho General Business Corporation Act, hereinafter referred to as the "Act", adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Paul A. Taylor, Inc.

ARTICLE II

Period of Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purposes and Powers

Section 1. PURPOSES: The purposes for which the Corporation is organized are:

A. To act as a general contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned, and to engage in all other lawful activities.

B. To engage in the electrical contracting business generally and in the manufacture and sale of electrical equipment and appliances as principal or agent or otherwise; to conduct the aforesaid business and all of its branches; and to do such other things as are incidental, proper or necessary in the operation of the business and in the carrying out of any or all

of its purposes; to construct, erect, own, equip, maintain, operate, and use, and to contract with others to construct and erect, and to lease to others to maintain, operate, and use electrical shops, storehouses, office buildings, and buildings of all kinds, and to pay for the construction, erection, or equipment of the same in cash, stock, or bonds of this corporation or otherwise, and to carry on all of the business incident thereto or connected therewith; and to engage in any other lawful activities.

C. To acquire by purchase, exchange, gifts, bequeaths, subscriptions or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; or to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

D. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said access fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

Section 2. STATUTORY POWERS: Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all of the powers specified in Section 30-1-4, Idaho Code.

#### ARTICLE IV

##### Authorized Shares

The amount of the total authorized capital stock of this Corporation is 10,000 shares without nominal or par

value, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon.

## ARTICLE V

### Internal Affairs of the Corporation

Section 1. MEETINGS OF SHAREHOLDERS: Meeting of the shareholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation, unless otherwise agreed in writing by all of the shareholders entitled to attend such meeting.

Section 2. CODE OF BY-LAWS: The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors and shall become effective upon ratification by the shareholders. The power to alter, amend, or repeal the Code of By-Laws or to adopt a new Code of By-Laws shall be contained in the Code of By-Laws and the Code of By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

Section 3. AMENDMENTS OF ARTICLES OF INCORPORATION: The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of the Act, and any amendment thereto, or by the provisions of any other applicable statute of the State of Idaho; and all rights conferred upon shareholders by the Articles of Incorporation, or any amendment thereto, are granted, subject to this reservation.

## ARTICLE VI

### Address of Initial Registered Office and Agent

REGISTERED OFFICE: The address of this Corporation's initial registered office and the name of its original registered agent at such address is:

Paul A. Taylor  
Route #1, Box 435  
200 E 085 S  
Rupert, Idaho 83350

## ARTICLE VII

### Data Respecting Directors

Section 1. INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of one (1) member. The name and address of the person who is to serve as the initial Board of Directors until the first annual meeting of stockholders, or until his successor or successors are elected and qualified, is:

Paul A. Taylor  
Route #1, Box 435  
200 E 085 S  
Rupert, Idaho 83350

Section 2. INCREASE OR DECREASE OF DIRECTORS: The number of directors may be increased or decreased from time to time by amendment to the Code of By-Laws; but the number of Directors shall not be less than one (1) and no decrease shall have the effect of shortening the term of any incumbent director.

## ARTICLE VIII

### Capitalization

This Corporation will not commence until consideration of a value of at lease \$1,000.00 has been received for the issuance of shares.

## ARTICLE IX

### Common Directors - Transactions Between Corporations

No contract or other transaction between this corporation, any one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting or the Board of Directors, or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of

such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

## ARTICLE X

### Section 1244 Stock

Shares of stock of this Corporation authorized and issued pursuant to these Articles shall be, for purposes of Internal Revenue Code, authorized and issued in compliance with and as prescribed by Section 1244 of the Internal Revenue Code of 1954, and shall be known as Section 1244 Stock.

## ARTICLE XI

### Data Respecting Incorporators

The names and addresses of the Incorporators of the Corporation and the number of shares of common stock subscribed by each are as follows:

| <u>NAME</u>    | <u>NUMBER OF SHARES<br/>SUBSCRIBED BY EACH</u> | <u>ADDRESS</u>      |
|----------------|--|---------------------|
| Paul A. Taylor | 1,000  | Rupert, Idaho 83350 |

EXECUTED IN TRIPPLICATE this 3rd day of February, 1982.



Paul A. Taylor

STATE OF IDAHO      )  
                            ) ss.  
County of Cassia      )

On this 3rd day of February, 1982, before me the undersigned, a Notary Public in and for said State, personally appeared Paul A. Taylor, 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 seal the day and year first above written.



(SEAL)

Henry W. Manning  
Notary Public for Idaho  
Residing at Rupert, Idaho  
Lifetime Commission