



Department of State.

CERTIFICATE OF INCORPORATION

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

INTERSTATE INDUSTRIES, INC.

was filed in the office of the Secretary of State on the **Fourth** day of **March,** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **127** 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, 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 **an unlimited period** from the date hereof, with its registered office in this State located at **Nampa** in the County of **Canyon.**

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 **4th** day of **March**, A.D., 19 **64**

Secretary of State.

ARTICLES OF INCORPORATION
OF
INTERSTATE INDUSTRIES, INC.

We, the undersigned natural persons of the age of 21 years or more, a majority of whom are residents of the State of Idaho and the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho. We hereby set forth, declare and certify that:

I. The name of this corporation is INTERSTATE INDUSTRIES, INC.

II. The purposes of this corporation are:

(1) To engage in the business of providing centralized purchasing, accounting and other management services for wholesale electrical supply jobbers and businesses, and for any other kind of lawful business and enterprise, and to do such other and further objects as may be necessary and incidental to carrying on such business, including the buying and owning of such necessary equipment, tools, and vehicles for the business and the buying, leasing, holding, releasing, selling, and conveying of any real and personal property used in connection with the business..

(2) To do and transact all business properly connected with or incidental to any or all of the objects and purposes of the corporation.

(3) To transact the business of investing in stocks, bonds, real property, mortgages, debentures, and other property or businesses on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenants in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or any interest therein;

(4) To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

(5) To issue shares and admit shareholders, and to engage in all transactions incident to the same.

1 (6) To purchase the shares of other corporations, or to purchase
2 its own shares.

3 (7) To make accomodation guaranties, endorsements, or contracts of
4 suretyship.

5 (8) To enter into a partnership or joint venture to carry out any
6 of the business purposes for which this corporation is organized.

7 (9) To engage in any activity or to do anything with the objects and
8 purposes hereinbefore mentioned that may be necessary or proper to accomplish
9 successfully or promote the said objects and purposes. The foregoing clauses,
10 by reason of the specific enumeration of powers shall not be held to restrict
11 the power of the corporation to do any of the things within the purview of
12 its general powers.

13 III. That the duration of the corporation is unlimited.

14 IV. The location and post office address of the registered office of
15 the corporation in the State of Idaho is 245 Caldwell Boulevard, Post Office
16 Box 978, Nampa, Idaho.

17 V. The total authorized number of par value shares is two hundred fifty
18 (250). The aggregate par value of the total authorized number of par
19 value shares is Twenty-Five Thousand and No/100 (\$25,000.00) Dollars.

20 VI. The stock of the corporation is divided into two hundred fifty
21 (250) shares of common stock, the par value of each share shall be One
22 Hundred (\$100) Dollars and such stock shall be non-assessable.

23 At every meeting of the shareholders, every holder of the common stock
24 of the Corporation shall be entitled to one vote for each share of common
25 stock standing in his name on the books of the corporation. At each election
26 of directors, every holder of the Common Stock of the Corporation shall have
27 the right to vote, in person or by proxy, the number of shares owned by him
28 for as many persons as there are directors to be elected and for whose
29 election he has a right to vote, or to cumulate his votes by giving one candi-
30 date as many votes as the number of such directors multiplied by the number of
31 his shares shall equal, or by distributing such votes on the same principle
32 among any number of such candidates.

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
Harold N. Shelley	1218 East Hays, Boise, Idaho	128
J. P. Laborde	2514 Juliet Road, Stockton, California	50
Domingo J. Ansotegue	271 Ona Street, Boise, Idaho	25

' Harold H. Kelley
Domingo A. Arcegui
El Zorro de

On this 19th day of February, 1964, before me, the undersigned, personally appeared Harold N. Shelley and Domingo J. Ansotegue, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

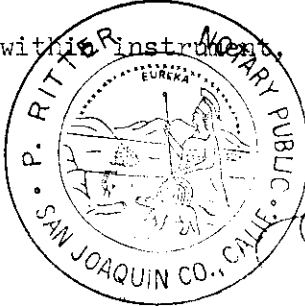
Wayne P. Fuller
Notary Public for Idaho
Residing at Caldwell, Idaho

1 STATE OF CALIFORNIA)

2 County of San Joaquin

ss.

3 On this 22nd day of February, 1904, before me, the undersigned,
4 personally appeared J. P. Laborde known to me to be the person whose name
5 is subscribed to the within instrument, and acknowledged to me that he exe-
6 cuted the same.



7
8
9 Notary Public for California

Residing at 1120 1/2 St.

My Commission expires: 11/1/05