



**CERTIFICATE OF INCORPORATION
OF**

BETTER HOMES ELECTRIC, 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: April 1, 1988



SECRETARY OF STATE

by: _____

1 ARTICLES OF INCORPORATION

2 OF

3 BETTER HOMES ELECTRIC, INC.

APR 1 3 57 PM '88

SECRETARY OF STATE

4 The undersigned hereby establishes a general business
5 corporation under the provisions of the Idaho Business Corpora-
6 tion Act and in conjunction therewith, adopt the following
7 charter:

8 1. The name of the Corporation is Better Homes
9 Electric, Inc.

10 2. The Corporation shall commence business on
11 March 31, 1988, and the period of its duration is perpetual.

12 3. The purposes for which the Corporation is organized
13 include the transaction of any and all lawful business, includ-
14 ing, but not limited to, electrical contracting.

15 4. The address of the initial registered office is
16 10877 Hiawatha, Boise, Idaho 83709, and the name of its original
17 registered agent at such address is James R. Gratiot.

18 5. The names and addresses of the initial persons who
19 are to serve as directors until the first annual meeting of
20 shareholders and until their successors are elected and shall
21 qualify are as follows:

22 James R. Gratiot
23 10877 Hiawatha
24 Boise, Idaho 83709

25 Paula D. Gratiot
26 10877 Hiawatha
27 Boise, Idaho 83709

1 6. The Board of Directors shall consist of two or more
2 shareholders of the Corporation, as specified in its Bylaws,
3 elected by the shareholders of the Corporation.

4 7. Each director shall hold office until the next
5 annual meeting of the Corporation and until his successor shall
6 have been duly elected and qualified.

7 8. The principal officers of the Corporation shall be
8 a president, vice-president, secretary, and treasurer, and such
9 other officers as the Board of Directors shall elect, designate
10 and/or appoint from time to time for additional offices, to fill
11 vacancies, etc.

12 9. The officers of the Corporation shall be elected by
13 the Board of Directors and shall hold office until the next
14 annual meeting of the Board of Directors and until their succes-
15 sors shall have been duly elected and qualified.

16 10. The duties and powers of the officers shall be
17 such as are normal and customary to the position, as are further
18 designated by the Board of Directors, and as defined in the
19 Bylaws.

20 11. The shares of the Corporation shall constitute one
21 class of common voting stock and the aggregate number of shares
22 which the Corporation shall have authority to issue of such
23 class is 100,000 shares having no par value.

24 12. Shares shall be voted only by the holder of record
25 or another shareholder of the Corporation in accordance with a
26

1 written proxy executed by the holder of record and delivered to
2 the Corporate Secretary prior to or at the time that such shares
3 are to be voted. The Board of Directors is authorized to fix a
4 record cut-off date for the voting of shares or proxies in com-
5 pliance with Idaho Law.

6 13. The shares of the Corporation held by a deceased
7 or retired shareholder shall be either redeemed or canceled by
8 the Corporation, or transferred to another shareholder within
9 six months after the date of death or retirement. Shares shall
10 not be transferred to non-shareholders without first being of-
11 fered at their fair market value to the remaining shareholders
12 of the Corporation. Shares not so redeemed or transferred
13 within the required period of time shall be canceled at the end
14 of such period.

15 14. The names and addresses of the incorporators are
16 as follows:

17 James R. Gratiot
18 10877 Hiawatha
19 Boise, Idaho 83709

20 Paula D. Gratiot
21 10877 Hiawatha
22 Boise, Idaho 83709

23 The undersigned hereby apply to the State of Idaho, by
24 virtue of the laws of the land, for a charter for the purposes
25 and with the powers, etc., declared in the foregoing instrument.

26 DATED this 31 day of March, 1988.

27 
28 JAMES R. GRATIOT, Incorporator

