

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, IRA H. MASTERS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

PIPING & EQUIPMENT COMPANY, INC.

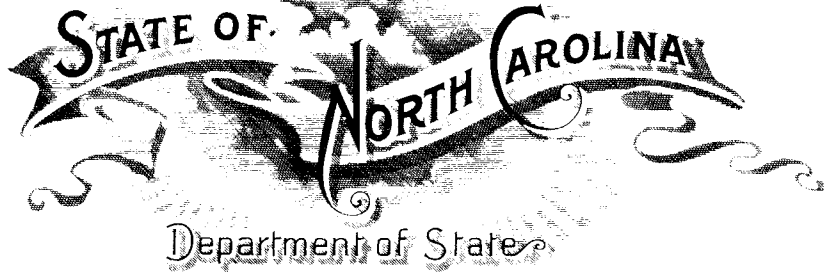
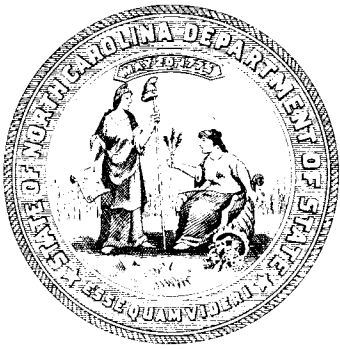
a corporation duly organized and existing under the laws of **North Carolina** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code by filing in this office on the **Fourth** day of **March**, 19 **55**, a properly authenticated copy of its articles of incorporation, and on the **Fourth** day of **March**, 19 **55**, a designation of **J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **55**

Secretary of State.



To all to whom these presents shall come, Greeting:

I, Chad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (Twenty (20) sheets) to be a true copy of

CERTIFICATE OF INCORPORATION AND AMENDMENTS

OF

PIPING & EQUIPMENT COMPANY, INC.,

the original of which is now on file and a matter of record in this office.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 25th day of January in the year of our Lord 19 55.

Secretary of State



CERTIFICATE OF INCORPORATION
OF
PIPING & EQUIPMENT CONSTRUCTORS, INC.

This is to certify, that we, the undersigned, do hereby associate ourselves into a corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55, General Statutes of North Carolina, 1943, entitled "Corporations" and the several amendments thereto, and do severally agree to take the number of shares of capital stock in the said corporation set opposite our respective names, and to that end do hereby set forth:

1. The name of this corporation is Piping & Equipment Constructors, Inc.

2. The location of the principal office of the corporation in this State is at Suite 523, 111 Corcoran Street in the City of Durham, County of Durham; but it may have one or more branch offices and places of business out of the State of North Carolina, as well as in said State.

3. The objects for which this corporation is formed are as follows:

To buy, sell, export, import, install, maintain, deal and trade in pipe and fittings of every kind and description, including gas, process, steam, water, sewer and other pipes, tubes and other conduits for the conveyance of fluids, either liquid or gaseous, pipe fitters' and plumbers' supplies, sanitary appliances and fixtures of every description; to buy, sell, install, improve and repair pipe, plumbing, heating, air conditioning, processing, refrigeration, water, sewerage, treatment, and insulation systems, installations and machinery of every kind and description, and to maintain and service such installations and machinery; to buy, sell, install, maintain and generally

deal in and with plumbing, heating, air conditioning, processing, treatment, and refrigeration equipment, appliances and machinery of every kind and description; to acquire, hold, use and dispose of any and all equipment necessary or useful in connection with such business; to build, construct, or erect such building, construction, or erection in or to which any of the foregoing may be accessory, attached, connected, placed, or installed or that may be needed in connection therewith.

To manufacture, construct, install, service, repair, maintain, operate, buy, lease, sell, let out upon license or royalty, or otherwise dispose of, and generally deal in and deal with, boilers, heating plants, power plants, processing plants, furnaces, burners, heaters, stoking devices, pipes, pumps, tanks, water towers, machinery, apparatus, equipment, appliances, and any other article or thing necessary, useful or advantageous in the business of furnishing apparatus for the control, convey, production, development, use, or treatment of heat, power, matter, and water in any or all of their respective branches.

To manufacture, buy, sell, import, export, design, install, maintain, repair, or otherwise deal and traffic in fire protection and fire extinguishing devices, equipment, appliances, alarms and accessories of every description; to make and perform contracts for fireproof construction of every description, to manufacture, buy, or otherwise acquire and to sell, install and generally deal in asbestos and other fire proofing materials and compounds of all kinds and descriptions and generally to deal in all kinds of materials and devices for insulation and for the protection of buildings, structures and property of every description from damage by fire or lightning.

To enter into, make and perform contracts of any kind relating to the supervision, operation and maintenance of any of the foregoing systems and construction, or any part thereof, and to furnish such supervision or maintenance according to the terms of any such contracts.

And in order properly to prosecute the objects and purposes above set forth the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both within North Carolina and in all other states, territories and dependencies of the United States; to purchase the business, good will and all other property of any individual, firm or corporation as a going concern and to assume all its debts, contracts and obligations, provided said business is authorized by the powers contained herein; to construct, equip and maintain buildings, works, factories and plants; to install, maintain and operate all kinds of machinery and appliances; to operate same by steam, water, electricity or other motive power, and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created

by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To borrow or raise moneys for any of the purposes of the corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, hold, sell and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

4. The total number of shares authorized is two hundred (200), which shares are without nominal or par value. Such stock may be issued by the corporation from time to time for such cash, property, services or expenses as may be determined from time to time by the board of directors thereof.

5. The names and post office addresses of the subscribers for stock and the number of shares subscribed for by each, the aggregate of which being the amount of capital stock with which the corporation will commence business, are as follows:

NAMES	POST OFFICE ADDRESSES	NO. OF SHARES
F. L. Fuller, Jr.	Durham, N. C.	5
James L. Newsom	Durham, N. C.	1
A. H. Graham, Jr.	Durham, N. C.	1

6. The period of existence of this corporation is sixty (60) years from the filing of this certificate in the office of the Secretary of State.

7. In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter, amend and rescind the by-laws of this corporation without the assent or vote of the stockholders;

To fix the amount to be reserved as working capital over and above its capital stock paid in;

To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the by-laws so provide, to designate two or more of its number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

To sell, transfer and convey any part of the corporate, real or personal property.

To sell, transfer and convey all of the corporate property when approved by the affirmative vote of the holders of two-thirds of the issued and outstanding stock entitled to vote at a stockholders' meeting, notice of which contains notice of the proposed sale.

8. Directors shall have power, if the by-laws so provide, to hold their meetings, and to keep the books of this corporation (except the stock and transfer books), outside of the State of North Carolina at such places as may be from time to time designated by the board of directors.

9. This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

In testimony whereof, we have hereunto set our hands and affixed our seals, this the 29 day of December A.D. 1947.

F. L. Fuller, Jr.

James L. Newsom

A. H. Graham, Jr.

Signed, sealed and delivered in the presence of

Leslie Ford
Witness

STATE OF NORTH CAROLINA

COUNTY OF DURHAM

SS

This is to certify, that on this the 29 day of December, A.D. 1947, before me, a Notary Public, personally appeared F. L. Fuller, Jr., James L. Newsom, and A. H. Graham, Jr., who, I am satisfied, are the persons named in and who executed the foregoing certificate of incorporation of Piping & Equipment Constructors, Inc., and I having first made known to them the contents thereof, they did each acknowledge that they signed, sealed, and delivered the same as their voluntary act and deed, for the uses and purposes therein expressed.

In testimony whereof, I have hereunto set my hand and affixed my official seal, this the 29 day of December, A.D. 1947.

57608

(NOTARIAL SEAL)

Leslie Ford
Notary Public

My commission expires 10-9-49

FILED JAN 2 1948

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SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
PIPING & EQUIPMENT CONSTRUCTORS, INC.

The location of the principal office in this State is at No. 1015 Howard Street, in the City of Greensboro, in the County of Guilford, State of North Carolina.

The name of the agent therein and in charge thereof upon whom process against this corporation may be served is Luke R. Hadnot, President.

RESOLUTION OF BOARD OF DIRECTORS

"RESOLVED, by the Board of Directors of Piping & Equipment Constructors, Inc., on this the 5th day of October, 1948, that it is advisable that Section 2 of the Certificate of Incorporation of the company reading as follows:

'The location of the principal office of the corporation in this State is at Suite 523, 111 Corcoran Street in the City of Durham, County of Durham; but it may have one or more branch offices and places of business out of the State of North Carolina, as well as in said State.'

be amended to read as follows:

'The location of the principal office of the corporation in this State is in Greensboro, County of Guilford; but it may have one or more branch offices and places of business out of the State of North Carolina, as well as in said State.'

And Be It Further Resolved, that the President is

hereby directed to call a special meeting of the stockholders to be held in the present principal office of the company, to-wit, Suite 523, 111 Corcoran Street, Durham, N. C., on the 9th day of October, 1948, at 1:00 P. M. to consider and take action on the above resolution."

CERTIFICATE OF CHANGE

The Piping Equipment and Constructors, Inc., a corporation of North Carolina, doth hereby certify that pursuant to said resolution, and upon notice duly given to all voting stockholders, as provided by law and the by-laws of this corporation, a meeting of the stockholders was held at the time and place specified, and at least a majority in interest of each class of the stockholders of said corporation having voting powers being represented in person or by proxy, a resolution was unanimously adopted approving the amendment proposed by the Board of Directors, as follows:

"RESOLVED, that Section 2 of the Certificate of Incorporation of the company reading as follows:

'The location of the principal office of the corporation in this State is at Suite 523, 111 Corcoran Street in the City of Durham, County of Durham; but it may have one or more branch offices and places of business out of the State of North Carolina, as well as in said State.'

be amended to read as follows:

'The location of the principal office of the corporation in this State is in Greensboro, County of Guilford; but it may have one or more branch offices and places of business out of the State of North Carolina, as well as in said State.'

And Be It Further Resolved, that the President and Secretary or Assistant-Secretary be authorized and directed, and they hereby are so authorized and directed to take such further action as is necessary to accomplish the amendment of

the Certificate of Incorporation as is required under the laws of the State of North Carolina and the by-laws of the corporation."

That the written assent of at least a majority in interest of each class of stockholders having voting powers is hereto appended.

In Witness Whereof, said corporation has caused this certificate to be signed by its President and Secretary, and its corporate seal to be hereto affixed, the 18th day of November, 1948.

Piping & Equipment Constructors, Inc.

By Luke R. Hadnot
President

(CORPORATE SEAL)

ATTEST:

Evelyn P. Hadnot
Secretary

STATE OF NORTH CAROLINA

COUNTY OF GUILFORD

Be it remembered, that on this 18th day of November, 1948 before me, Margaret H. Taylor, a Notary Public, personally appeared Evelyn P. Hadnot, Secretary of Piping & Equipment Constructors, Inc., the corporation mentioned in and which executed the foregoing certificate, who, being by me duly sworn, on her oath says that she is such Secretary, and that the seal affixed to said certificate is the corporate seal of said corporation, the same being well known to her; that Luke R. Hadnot is President of said corporation, and signed said certificate and affixed said seal thereto, and delivered said certificate by authority of the Board of Directors and with the assent of at least a majority in interest of each class of the stockholders of said corporation having voting

powers as and for his voluntary act and deed, and the voluntary act and deed of said corporation, in presence of deponent, who thereupon subscribed her name thereto as witness.

And she further says that the assent hereto appended is signed by at least two-thirds in interest of each class of the stockholders of said corporation having voting powers, either in person or by their several duly constituted attorneys in fact, thereunto duly authorized in writing.

Margaret H. Taylor
Notary Public

(NOTARIAL SEAL)

My commission expires:

August 5, 1950

STOCKHOLDERS' ASSENT TO CHANGE

We, the subscribers, being at least a majority in interest of each class of stockholders of the Piping & Equipment Constructors, Inc. having voting powers, having at a meeting regularly called for the purpose, voted in favor of amending the certificate of incorporation as above set out do now, pursuant to the statute, hereby give our written assent, to said change.

Witness our hands, this 18th day of November, 1948.

Stockholders	Shares
(1) Luke R. Hadnot	183
(2) R. A. Westmoreland	15
By Luke R. Hadnot Proxy	
(3) Evelyn P. Hadnot	1
By Luke R. Hadnot Proxy	
(4) G. N. Daniels	1

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THAD EURE
SECRETARY OF STATE

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CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION
OF
PIPING & EQUIPMENT CONSTRUCTORS, INC.

The location of the principal office in this State is at No. 1015 Howard Street, in the City of Greensboro, in the County of Guilford, State of North Carolina.

The name of the agent therein and in charge thereof upon whom process against this corporation may be served is Luke R. Hadnot, President.

RESOLUTION OF BOARD OF DIRECTORS

"Resolved, by the Board of Directors of Piping & Equipment Constructors, Inc., on the 19th day of January, 1950, that it is advisable that Section 1 of the Certificate of Incorporation of the Company reading as follows:

'The name of this corporation is Piping & Equipment Constructors, Inc.'

"be amended to read as follows:

'The name of this corporation is Piping & Equipment Company, Inc.'

"And Be It Further Resolved, that the President is hereby directed to call a special meeting of the stockholders to be held at the principal office of the company, to-wit: 1015 Howard Street, Greensboro, North Carolina, on the 20th day of January, 1950, at 4:00 p.m., to consider and take action to effectuate the above recommended amendment of the Certificate of Incorporation of the company."

CERTIFICATE OF CHANGE

That Piping & Equipment Constructors, Inc., a corporation of North Carolina, doth hereby certify that pursuant to said resolution, and upon notice duly given to all voting stockholders, as provided by law and the by-laws of

this corporation, a meeting of the stockholders was held at the time and place specified, and at least a majority in interest of each class of the stockholders of said corporation having voting powers being represented in person or by proxy, a resolution was unanimously adopted approving the amendment proposed by the Board of Directors, as follows:

"Resolved, that Section 1 of the Certificate of Incorporation of the company reading as follows:

'The name of this corporation is Piping & Equipment Constructors, Inc.'

"be amended to read as follows:

'The name of this corporation is Piping & Equipment Company, Inc.'

"And Be It Further Resolved, that the President and Secretary, or Assistant Secretary, be authorized and directed, and they hereby are so authorized and directed, to take such further action as is necessary to accomplish the amendment of the Certificate of Incorporation as is required under the laws of the State of North Carolina and the by-laws of the corporation."

That the written assent of at least a majority in interest of each class of stockholders having voting powers is hereto appended.

In witness whereof, said corporation has caused this certificate to be signed by its President and Secretary, and its corporate seal to be hereto affixed, the 21st day of January, 1950.

Piping & Equipment Constructors, Inc.

By Luke R. Hadnot
President

(CORPORATE SEAL)

Attest:

Evelyn P. Hadnot
Secretary

STATE OF NORTH CAROLINA

COUNTY OF GUILFORD

Be it remembered, that on this 21st day of January, 1950, before me, Edna M. Essex, a Notary Public, personally appeared Evelyn P. Hadnot, Secretary of Piping & Equipment Constructors, Inc., the corporation mentioned in and which executed the foregoing certificate, who, being by me duly sworn, on her oath says that she is such Secretary, and that the seal affixed to said certificate is the corporate seal of said corporation, the same being well known to her; that Luke R. Hadnot is President of said corporation, and signed said certificate and affixed said seal thereto, and delivered said certificate by authority of the Board of Directors and with the assent of at least a majority in interest of each class of the stockholders of said corporation having voting powers as and for his voluntary act and deed, and the voluntary act and deed of said corporation, in the presence of deponent, who thereupon subscribed her name thereto as witness.

And she further says that the assent hereto appended is signed by at least two-thirds in interest of each class of the stockholders of said corporation having voting powers, either in person or by their several duly constituted attorneys in fact, thereunto duly authorized in writing.

(NOTARIAL SEAL) Edna M. Essex
Notary Public

My commission expires:

9-30-51

STOCKHOLDERS' ASSENT TO CHANGE

We, the subscribers, being at least a majority in interest of each class of stockholders of the Piping & Equipment Constructors, Inc. having voting powers, having at a meeting regularly called for the purpose, voted in favor

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of amending the Certificate of Incorporation as above set out
do now, pursuant to the statute, hereby give our written
consent to said change.

Witness our hands, this 21st day of January, 1950.

	Stockholders	Shares
(1)	Luke R. Hadnot	183
(2)	R. A. Westmoreland By Luke R. Hadnot Proxy	15
(3)	Evelyn P. Hadnot	1
(4)	L. P. McLendon, Jr.	1

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SECRETARY OF STATE

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
PIPING & EQUIPMENT COMPANY, INC.

The location of the principal office in this State is at No. 1015 Howard Street, in the City of Greensboro, in the County of Guilford, State of North Carolina.

The name of the agent therein and in charge thereof upon whom process against this corporation may be served is Luke R. Hadnot, President.

RESOLUTION OF BOARD OF DIRECTORS

"Resolved by the Board of Directors of Piping & Equipment Company, Inc., on the 25 day of January, 1952, that it is advisable that Section 4 of the Certificate of Incorporation of the Company reading as follows:

'The total number of shares authorized is two hundred (200), which shares are without nominal or par value. Such stock may be issued by the corporation from time to time for such cash, property, services or expenses as may be determined from time to time by the board of directors thereof.'

"be amended to read as follows:

'The total number of shares authorized is two hundred fifty (250) which shares are without nominal or par value. Such stock may be issued by the corporation from time to time for such cash, property, services or expenses as may be determined from time to time by the board of directors thereof.'

"AND BE IT FURTHER RESOLVED, that the President is hereby directed to call a special meeting of the Stockholders to be held at the principal office of the Company, to-wit: 1015 Howard Street, Greensboro, North Carolina, on the 4th day of February, 1952, at 4:00 p. m., to consider and take action to effectuate the above recommended amendment in the Certificate of Incorporation of the Company."

CERTIFICATE OF CHANGE

That Piping & Equipment Company, Inc., a corporation of North Carolina, doth hereby certify that pursuant to said resolution, and upon notice duly given to all voting stockholders, as provided by law and the by-laws of this corporation, a meeting of the stockholders was held at the time and place specified, and at least a majority in interest of each class of the stockholders of said corporation having voting powers being represented in person or by proxy, a resolution was unanimously adopted approving the amendment proposed by the Board of Directors, as follows:

"RESOLVED, that Section 4 of the Certificate of Incorporation of the Company reading as follows:

'The total number of shares authorized is two hundred (200), which shares are without nominal or par value. Such stock may be issued by the corporation from time to time for such cash, property, services or expenses as may be determined from time to time by the board of directors thereof.'

"be amended to read as follows:

'The total number of shares authorized is two hundred fifty (250), which shares are without nominal or par value. Such stock may be issued by the corporation

from time to time for such cash, property, services or expenses as may be determined from time to time by the board of directors thereof.'

"AND BE IT FURTHER RESOLVED, that the President and Secretary, or Assistant Secretary, be authorized and directed, and they hereby are so authorized and directed, to take such further action as is necessary to accomplish the amendment of the Certificate of Incorporation as is required under the laws of the State of North Carolina and the by-laws of the corporation."

That the written assent of at least a majority in interest of each class of stockholders having voting powers is hereto appended.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President and Secretary, and its corporate seal to be hereto affixed, the 4th day of February, 1952.

Piping & Equipment Company, Inc.

By Luke R. Hadnot, President

(CORPORATE SEAL)

Attest: Evelyn P. Hadnot, Secretary

STATE OF NORTH CAROLINA

COUNTY OF GUILFORD

Be it remembered, that on this 4 day of February, 1952, before me, Frances M. Bridges, a Notary Public, personally appeared Evelyn P. Hadnot, Secretary of Piping & Equipment Company, Inc., the corporation mentioned in and which executed the foregoing certificate, who, being by me duly sworn, on her oath says that she is such Secretary, and that the seal affixed to said certificate is the corporate seal of said corporation, the

same being well known to her; that Luke R. Hadnot is President of said corporation, and signed said certificate and affixed said seal thereto, and delivered said certificate by authority of the Board of Directors and with the assent of at least a majority in interest of each class of the stockholders of said corporation having voting powers as and for his voluntary act and deed, and the voluntary act and deed of said corporation, in the presence of deponenet, who thereupon subscribed her name thereto as witness.

And she further says that the assent hereto appended is signed by at least two-thirds in interest of each class of the stockholders of said corporation having voting powers, either in person or by their several duly constituted attorneys in fact, thereunto duly authorized in writing.

Frances M. Bridges, Notary Public

My commission expires: October 25, 1953. (NOTARIAL SEAL)

STOCKHOLDERS' ASSENT TO CHANGE

We, the subscribers, being at least a majority in interest of each class of stockholders of the Piping & Equipment Company, Inc., having voting powers, having at a meeting regularly called for the purpose, voted in favor of amending the Certificate of Incorporation as above set out do now, pursuant to the statute, hereby give our written consent to said change.

Witness our hands, this 4th day of February, 1952.

STOCKHOLDERS	SHARES
(1) Luke R. Hadnot	173
(2) R. A. Westmoreland	15
(3) Evelyn P. Hadnot	1
(4) L. P. McLendon, Jr.	1
(5) C. L. Laughlin	10