



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ESSER 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: **December 06, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zabala

RECEIVED
SEC. OF STATE

90 DEC 6 AM 8 46

ARTICLES OF INCORPORATION

OF

ESSER ELECTRIC, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE. Name. The name of the Corporation is **ESSER ELECTRIC, INC.**

ARTICLE TWO. Purposes. The purpose of the Corporation is to engage in the business of Electrical Contracting, retailing of electrical supplies, and without limitation by the foregoing, any lawful business, for profit, which may be conducted in the State of Idaho.

ARTICLE THREE. Duration. The period of duration of the corporation is perpetual.

ARTICLE FOUR. Registered office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is Moore School Building, Main Street, P.O. Box 902, Moore, Idaho 83255. The name of the corporation's initial registered agent at such address is **GREGORY JOHN ESSER.**

ARTICLE FIVE. Stock. The total authorized number of share of common stock is 100 shares. Shares shall be issued without par value.

ARTICLE SIX. Directors. The number of Directors constituting the initial Board of Directors is one, and the name and address of the person who is to serve as director until the first annual meeting of the shareholders, or until his successor is elected and qualify, is:

Name
GREGORY JOHN ESSER

Address
Moore School Building
Main Street
P.O. Box 902
Moore, ID 83255

ARTICLE SEVEN. Incorporators. The names and addresses of the incorporators is:

Name
GREGORY JOHN ESSER

Address
Moore School Building
Main Street
P.O. Box 902
Moore, ID 83255

ARTICLE EIGHT. Restriction on Sale of Stock. In the event a shareholder desires to sell his stock it must first be offered to the corporation, it being the intention hereof to give the corporation and its other shareholders a preference to purchase the same, and any attempted sale in violation of this provision is null and void. A shareholder desiring to sell his stock shall file written notice of his intention to sell with the corporation secretary at the corporate offices, stating the price and terms of sale. The corporation Board of Directors shall, within fifteen days after the secretary receives said notice, determine whether or not the corporation desires to purchase said stock. If the corporation elects to purchase the stock it shall complete the purchase immediately. If the corporation elects to not purchase the stock then it shall immediately give notice of the offer to the shareholders of record on the date it elects to not purchase the stock, and said shareholders shall for thirty days have the right to purchase their proportionate share of the offered stock based upon the proportionate number of shares owned by them and those shareholders desiring to purchase said stock. If all of said stock is not purchased by either the corporation or its shareholders, the shareholders desiring to make the sale may sell to any third party, including any existing shareholder, for the same price and terms refused by the corporation and shareholders. Said sale must be completed within sixty days after the shareholders' thirty day time period expires and upon the same price and terms rejected by the corporation and shareholders or the process set out above must be entirely repeated.

Executed in triplicate this 15TH day of NOV 1990.

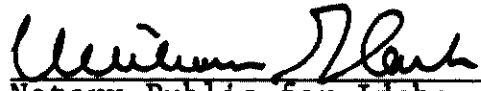

GREGORY JOHN ESSER

STATE OF IDAHO)
 : ss.
County of Butte)

On this 31st day of December, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared **GREGORY JOHN ESSER**, 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 affixed my official seal, the day and year in this certificate first above written.

(SEAL)



Notary Public for Idaho,
Residing at Arco, Idaho,
Commission Expires: 11/5/93.