

FILE

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF ACTION MECHANICAL COMPANY, INC.**

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STATE OF IDAHO

...uant to the provision of Idaho Code Section 30-1-1001, et. seq., the undersigned corporation adopts the following Articles of Amendment to its existing Articles of Incorporation as amended:

The following sections of the previously filed Articles of Incorporation shall be modified as follows:

A. Article IV shall be changed to read as follows:

The amount of the authorized capital stock of this corporation shall be 5,000 shares of Class A common voting stock with the par value of \$0.00 per share and 5,000 shares of Class B non-voting preferred stock with the par value of \$0.00 per share. No stock in Class A or Class B may be owned or held by any Trust. Before any of the Class A common stock of this corporation may be sold or transferred by any of its shareholders, the corporation itself must be given a thirty (30) day option to repurchase the stock, provided, however, that should the corporation desire not to purchase any stock to be sold or transferred, the remaining Class A shareholders shall be given a thirty (30) day option to purchase the stock after receiving notice, in writing, that the corporation will not repurchase said stock itself.

Before any of the Class B preferred stock of this corporation may be sold or transferred by any of its shareholders, the remaining Class B shareholders of the corporation shall be given a thirty (3) day option to purchase said stock after receiving notice, in writing, that the Class B stock is available for purchase. The sale or transfer of Class B stock shall further be governed by any stock option agreement entered into between the corporation and the Class B stockholders, which agreement shall set forth the method of valuation of Class B stock. Any Class B stockholder desiring to sell his Class B stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the Class B stockholders within thirty (30) days thereafter, they shall be deemed to have waived their privilege of purchasing. If all of the stock of the Class B stockholder desiring to make a disposition thereof is

IDAHO SECRETARY OF STATE

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not purchased by Class B stockholders as provided above, then the Class B stock not so purchased shall be offered for sale to the corporation, which shall be required to purchase such Class B stock at book value, without consideration of "good will" or "blue sky", unless otherwise prohibited by law. Such purchase by the corporation may be in 36 or 60 equal monthly payments, at the option of the corporation.

Each certificate, regardless of Class, shall contain a statement indicating the number and class of the shares represented by such certificate. Each stock certificate shall also contain a statement that a copy of those provisions of the Articles of Incorporation showing the classes of stock authorized to be issued and the distinguishing characteristics thereof, may be secured on request by the holder of the certificate from the secretary of the corporation.

Each certificate for Class B stock shall contain on its face the declaration that the shares represented thereby have no voting rights.

B. Article XI shall be amended to add the following:

That the management of this corporation shall be vested in the board of not less than one (1) and no more than nine (9) directors, as may be fixed by the By-Laws. The director(s) shall be elected at the annual meeting of the stockholders, by the majority vote of Class A stockholders, to be held at the general office of the corporation in the City of Idaho Falls, Bonneville County, Idaho, on the second Monday of the first month after the close of the taxable year of each year, at a time to be determined by the By-Laws or at such other time and place as the director(s) may so designate.

C. Article XII shall be added as follows:

In any dividends declared, the common stock shall share equally, on a per share basis. Dividends shall be non-cumulative.

D. Article XIII shall be added as follows:

All Class A and Class B stock held by any stockholder may be redeemed in whole or in part at any date at the option of the corporation upon thirty (30) days prior notice to the stockholder, published, mailed, or given in such manner and form and on such terms and conditions as may be

prescribed by resolution of the Board of Directors. Such stock may be redeemed by payment in cash or in 36 or 60 equal monthly payments, at the option of the corporation. The price of redemption shall be the greater of book value or the price paid for the subject shares by the stockholder, as well as all accrued unpaid dividends on each such share.

In the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets and funds of the corporation shall be distributed amount the holders of the stock according to their respective rights and shares, without preference as to class. All outstanding shares of stock of the corporation shall possess identical rights to distribution and liquidation proceeds, regardless of class.

All other provisions of the original Articles of Incorporation shall remain the same.

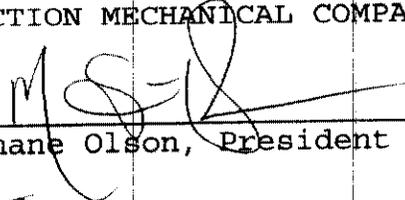
The date of adoption of this amendment is August 25, 1999;

The number of shares entitled to vote on this amendment is 2000. The number of shares who voted in favor of this amendment is 2,000 shares. The number of shares who voted in favor of this amendment was 2,000. The number of shares who voted against this amendment was none.

DATED this 25th day of August, 1999.

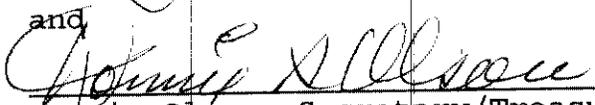
ACTION MECHANICAL COMPANY, INC.

BY:


Shane Olson, President

and

BY:


Donnie Olson, Secretary/Treasurer

STATE OF IDAHO)
) ss.
County of Bonneville)

Shane Olson, President of Action Mechanical Company, Inc., being first duly sworn, deposes and says that he has read the foregoing Articles of Amendment to the Articles of Incorporation of Action Mechanical Company, Inc., and he verily knows that the statements therein made are true.



Shane Olson, President

STATE OF IDAHO)
) ss.
County of Bonneville)

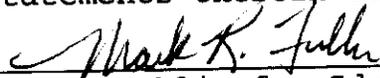
I, Mark R. Fuller, a notary public, do hereby certify that on this 25th day of August, 1999, personally appeared before me Shane Olson, who, being by me first duly sworn, declared that he is the President of Action Mechanical Company, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



Notary public for Idaho
Residing at Idaho Falls
My commission expires: 06-09-2003

STATE OF IDAHO)
) ss.
County of Bonneville)

I, Mark R. Fuller, a notary public, do hereby certify that on this 25th day of August, 1999, personally appeared before me Donnie Olson, who, being by me first duly sworn, declared that he is the Secretary of Action Mechanical Company, Inc., that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.



Notary public for Idaho
Residing at Idaho Falls
My commission expires: 06-09-2003