

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

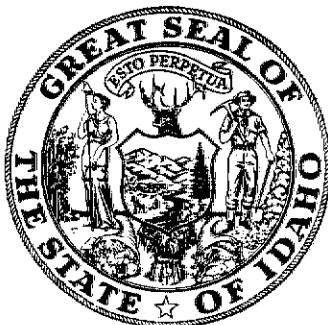
SUNRISE SHEET METAL, INC.

File number C 115521

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: June 26, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

**ARTICLES OF INCORPORATION  
OF  
SUNRISE SHEET METAL, INC.**

HEDLEY W. GREENE, being over the age of eighteen (18) years, for the purpose of forming a corporation under the provisions of the Idaho Business Corporation Act, Title 30 of the Code of the state of Idaho, adopts these Articles of Incorporation:

**ARTICLE I.**

**Name**

The name of this corporation shall be SUNRISE SHEET METAL, INC.

**ARTICLE II.**

**Duration**

The duration of this corporation shall be perpetual.

**ARTICLE III.**

**Purposes and Powers**

The purposes for which this corporation is organized and its powers are:

To carry on any lawful business for which corporations may be incorporated under the laws of the state of Idaho, and which this corporation may deem proper or convenient, or which may be calculated to promote, directly or indirectly, the interests of this corporation or to enhance the value of its property or business, even though such business may not be included in the purposes and powers expressed; and to exercise all of the powers conferred by the laws of the state of Idaho under which this corporation is formed, as such laws are now in effect or at any time in the future may be amended.

**ARTICLE IV.**

**Authorized Shares**

The corporation shall have the authority to issue ten thousand (10,000) shares of common stock of the par value of Five Dollars (\$5) per share. There shall be no other class or shares of stock in the corporation.

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## **ARTICLE V.**

### **Preemptive Rights**

The owners of shares of stock of this corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

## **ARTICLE VI.**

### **Noncumulative Voting**

Each shareholder entitled to vote at any election for directors shall have the right to vote, in person or by proxy, the number of shares owned by said shareholder for as many persons as there are directors to be elected and for whose election the shareholder has a right to vote, but no shareholder shall be entitled to cumulate his votes.

## **ARTICLE VII.**

### **Bylaws**

The board of directors shall have full power to adopt, alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders. Nothing in these Articles shall deny the concurrent power of the shareholders to alter, amend, or repeal the bylaws or adopt new bylaws.

## **ARTICLE VIII.**

### **Amendment of Articles**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

## **ARTICLE IX.**

### **Transactions With Interested Parties**

This corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and shareholders and with corporations, associations, firms, and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action, or presence of such director, officer, or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be voided and no such director, officer, or

shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by such person through any such contract or transaction; provided that, in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the board of directors of this corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm, or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation.

## **ARTICLE X.**

### **Indemnification**

To the fullest extent now or hereafter provided by applicable law, any person may, and directors and officers shall, be indemnified or reimbursed by the corporation for reasonable expenses (including attorneys' fees) actually incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative to which he shall be made a party or threatened to be made a party by reason of his being or having been a director, officer, employee or agent of the corporation or of any firm, corporation, employee benefit plan or other organization which he served in any such capacity at the request of the corporation. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors or administrators may be entitled as a matter of law. Those persons indemnified hereunder shall be deemed to include the heirs, legal representatives, executors and administrators of such persons. The corporation may, upon the affirmative vote of a majority of its board of directors, purchase insurance for the purpose of indemnifying its directors, officers, other employees and agents. Such insurance may, but need not, be for the benefit of all directors, officers, employees or agents.

## **ARTICLE XI.**

### **Liability of Directors**

No director shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, this provision shall not eliminate or limit the liability of a director for any breach of the director's duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law for conduct violating Section 30-1-48, Idaho Code or for any transaction from which the director derived an improper personal benefit.

## ARTICLE XII.

### Registered Office and Registered Agent

The registered office of the corporation shall be at 1200 Ironwood, Suite 301, Coeur d'Alene, Idaho 83814.

The registered agent of the corporation shall be C2HK, Inc., an Idaho corporation.

## ARTICLE XIII.

### Directors

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the Bylaws, but the initial board of directors shall number three (3) who shall serve until the first meeting of shareholders and until their successors are elected and qualified. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
James W. Lynn	Box 141 Spirit Lake, ID 83869
Daniel J. Allison	1203 N. Warren Road Spokane, WA 99216

## ARTICLE XIV.

### Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Hedley W. Greene	601 W. Riverside, Suite 1000 Spokane, WA 99201-0623

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation in duplicate this 25<sup>th</sup> day of June, 1996.

  
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HEDLEY W. GREENE, Incorporator

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