

State of Idaho



Department of State

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

C. W. SILVER CO., INC.

a corporation duly organized and existing under the laws of **Utah** 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 **Sixteenth** day of **September**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Sixteenth** day of **September**, 19 **64**, a designation of **Edward L. Benoit** in the County of **Twin Falls** 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 **16th** day of **September**, A.D. 19 **64**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Articles of Incorporation and any amendments filed of

~~~~~ C. W. SILVER CO., INC. ~~~~~

AS APPEARS ~~of record~~ IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Third DAY OF

August 19 64

Lamont F. Toronto  
SECRETARY OF STATE

BY Mendell L. Kottrell  
DEPUTY



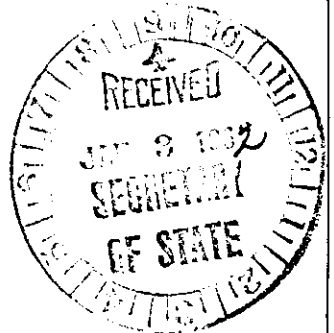
50041  
\$520.00

39000

ARTICLES OF INCORPORATION

OF

C. W. SILVER CO., INC.



FILED in the office of the Secretary of  
State, of the State of Utah, on the  
3rd day of July, A.D. 1932

LAMONT F. TORRENTO  
Secretary of State

Filing Clerk F. Q. P. Fees \$520.00 We, the undersigned natural persons of the age of twenty-one years

or more, acting as incorporators, adopt the following Articles of Incorporation for such corporation.

I.

The name of the corporation is C. W. Silver Co., Inc.

II.

The period of the duration of the corporation is perpetual unless sooner dissolved or disincorporated in the manner provided by law.

III.

The purposes and powers of the corporation shall be to do any or all of the things herein mentioned as fully and to the same extent as a natural person might or could do, viz:

(a) To conduct a general electrical business, including contracting, constructing, servicing, distributing and repairing, and manufacturing and selling electrical equipment, machinery and appliances at retail and wholesale, and conducting other related businesses.

(b) To install, erect and operate wires, cables or electrical fixtures, equipment and apparatus, both interior and exterior, for the transmission and use of electrical energy.

(c) To install, manufacture, buy, sell and generally deal in all manner of supplies, apparatus, and things required for or capable of being used in connection with the generation, accumulation, storage, transmission, furnishing, supplying or distributing of electrical energy.

(d) To buy, sell and generally deal in electrical motors, transformers, generators and electrical devices of every description.

(e) To act as manufacturers' representatives for the sale and distribution of electrical motors, generators, transformers and electrical devices and equipment of every description.

(f) To have and exercise all the powers conferred by law upon corporations.

(g) To become and act as a partner, either general or limited, or both, in one or more limited or general partnerships.

(h) To acquire all or any part of the securities, good will, rights, property or assets of all kinds, and to undertake or assume the whole or any part of the obligations or liabilities of any corporation or partnership located in or organized under the laws of any authority, and to pay for the same in cash, stock, bonds, debentures, or other securities of this or any other corporation, or otherwise, in any manner permitted by law and to conduct in any lawful manner the whole or any part of any business so acquired.

(j) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concessions, or cooperate with any person, corporation or partnership located in or organized under the laws of any authority in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

(k) To merge or consolidate with any other corporation under the laws of this state.

IV.

The aggregate number of shares which the corporation shall have authority to issue is One Million (1,000,000), which shares shall be of a par value of One Dollar (\$1.00) per share.

V.

The corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received by it for the issuance of shares.

VI.

Shareholders shall have pre-emptive rights to acquire additional or treasury shares of the corporation.

VII.

No provisions for the regulation of the internal affairs of the corporation are made, except the following:

In the event any stockholder of the corporation desires to sell all or any part of his stock holdings in the company, he shall first present to the company a written offer signed by the prospective purchaser, stating the number of shares sought to be purchased and the purchase price per share. The company shall, within thirty (30) days from the date it is advised of the proposed sale, refuse to purchase said stock or shall agree to purchase the same. In the event the company agrees to purchase said stock, the stockholder shall agree to sell such stock to the company for redemption for the price offered to be paid therefor by the prospective purchaser or the agreed redemption price of said stock as hereinafter stated, whichever is the lesser.

Upon the death of a stockholder, other than Clarence W. Silver, the company shall, out of its surplus and to the extent permitted by law,

redeem from the estate of such deceased stockholder, and the personal representative of the estate of such deceased stockholder shall surrender to the company for redemption, all the capital stock of the company owned by such deceased stockholder at the date of his death. The company shall pay to the estate of such deceased stockholder the redemption price as hereinafter stated.

The redemption price of each share of capital stock of the company shall be computed in the following manner:

The stockholders shall execute in writing on or before the 15th day of January of each year a certificate of value for each outstanding share of the company's stock at the close of the calendar year next preceding the date of the execution of such certificate. Such value shall, in their discretion, be mutually agreed upon by the stockholders. In fixing said value the stockholders shall have recourse to such accounting, appraisal and other data as they shall deem appropriate.

The total redemption price of the stock of a deceased or selling stockholder shall be payable in such manner and at such times as may be mutually agreed upon between the remaining stockholders and the personal representative of the deceased stockholder or the selling stockholder. If such agreement cannot be reached, such redemption price shall be payable as follows: Twenty (20%) per cent thereof within sixty (60) days and the balance in sixty (60) equal monthly installments until paid in full, with interest at the rate of Six (6%) per cent per annum on unpaid balances of principal.

In the event any installment is not paid when due, the personal representative of the deceased stockholder or his successors, or the

selling stockholder, shall have the right to declare the full unpaid balance immediately due and payable. The company may prepay all or any portion of the unpaid balance at any time.

The personal representative or his successors and the selling stockholder shall have no right to vote such stock so long as no default is made in the payment of the installments of the redemption price.

On the 15th day of January of each year the company shall receive the number of shares of stock for which payment shall have been made during the previous calendar year.

VIII.

The address of the initial registered office of the corporation is 540 West 7th South Street, Salt Lake City, Utah, and the name of its initial registered agent at such address is Clarence W. Silver.

IX.

The number of directors constituting the initial Board of Directors of the corporation is Five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualified are:

| <u>Name</u>        | <u>Address</u>                               |
|--------------------|----------------------------------------------|
| Clarence W. Silver | 2200 South 22nd East<br>Salt Lake City, Utah |
| Clarence R. Silver | 2430 Beacon Drive<br>Salt Lake City, Utah    |
| Lynn R. Silver     | 2031 Lincoln Circle<br>Salt Lake City, Utah  |
| Roy R. Silver      | 1871 East 3780 South<br>Salt Lake City, Utah |
| Larry R. Silver    | 2200 South 22nd East<br>Salt Lake City, Utah |

X.

The name and address of each incorporator is:

| <u>Name</u>        | <u>Address</u>                               |
|--------------------|----------------------------------------------|
| Clarence W. Silver | 2200 South 22nd East<br>Salt Lake City, Utah |
| Clarence R. Silver | 2430 Beacon Drive<br>Salt Lake City, Utah    |
| Lynn R. Silver     | 2031 Lincoln Circle<br>Salt Lake City, Utah  |
| Roy R. Silver      | 1871 East 3780 South<br>Salt Lake City, Utah |
| Larry R. Silver    | 2200 South 22nd East<br>Salt Lake City, Utah |

Dated January 2, 1962.

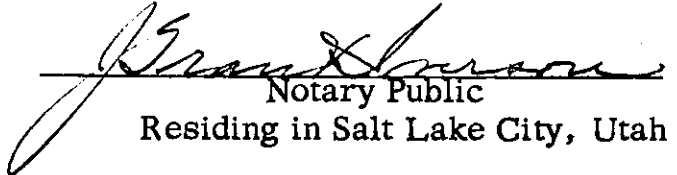
Clarence W. Silver  
Clarence R. Silver  
Lynn R. Silver  
Roy R. Silver  
Larry R. Silver

STATE OF UTAH           )  
                                  ) ss  
COUNTY OF SALT LAKE )

I, J. GRANT IVERSON, a Notary Public, do hereby certify that on this 2nd day of January, 1962, personally appeared before me CLARENCE W. SILVER, CLARENCE R. SILVER, LYNN R. SILVER, ROY R. SILVER, and LARRY R. SILVER, who being by me each first duly sworn, declared



that he is one of the incorporators of C. W. Silver Co., Inc., above named and that he signed the foregoing document as an incorporator of said corporation and that the statements therein contained are true.

  
Notary Public  
Residing in Salt Lake City, Utah

My Commission expires:

July 19, 1964

Filing Fee: \$1.00

1963 JUN 19 4 44 PM 9 55

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH,  
OF

To The Secretary of State  
of the State of Utah

Pursuant to the provisions of Section 16-10-12 or 16-10-110  
of the Utah Business Corporation Act, the undersigned corporation,  
organized under the laws of the State of UTAH  
submits the following statement for the purpose of changing its  
registered office or its registered agent, or both, in the State  
of Utah:

FIRST: The name of the corporation is C.W. SILVER CO. INC.

SECOND: The Address of its present registered office is

550 W. 7TH SOUTH, SALT LAKE CITY 1, UTAH

THIRD: The address to which its registered office is to be  
changed is SAME

FOURTH: The name of its present registered agent is

CLARENCE W. SILVER  
~~LYNN R. SILVER~~

FIFTH: The name of its successor registered agent is

LYNN R. SILVER  
~~CLARENCE W. SILVER~~

SIXTH: The address of its registered office and the address  
of the business office of its registered agent, as changed, will be  
identical.

SEVENTH: Such change was authorized by resolution duly adopted  
by its board of directors.

Dated MAY 1 1962

C.W. SILVER CO. INC. (Note 1)

By Lynn R. Silver (Note 2)

Its PRESIDENT

STATE OF UTAH )  
COUNTY OF SALT LAKE ) SS

I, Arlo M. Poulson, a notary public do hereby  
certify that on this 4th day of June, 1963,  
personally appeared before me Lynn R. Silver, who, being  
by me first duly sworn, declared that he is the President  
of C. W. Silver Co, Inc.

That he signed the foregoing document as President  
of the corporation, and that the statements therein contained are  
true.

In witness whereof I have hereunto set my hand and seal  
this 4th day of June, A. D. 19 63.

My commission expires My Commission Expires Oct. 8, 1968

Arlo M. Poulson  
Notary Public

- Notes: 1. Exact corporate name of corporation making the  
statement.
2. Signature and title of officer signing for the  
corporation. Must be President or Vice-President.