

ARTICLES OF INCORPORATION
OF

JIM LESTER'S PLUMBING & HEATING, INC.

KNOW ALL MEN BY THESE PRESENTS: THAT WE, ROBIN KAY LESTER AND JIMMY LEE LESTER, BEING NATURAL PERSONS AND CITIZENS OF THE UNITED STATES OF AMERICA, DESIRING TO ASSOCIATE OURSELVES AS A CORPORATION UNDER THE NAME AS ABOVE SET FORTH, FOR THE PURPOSE OF BECOMING A BODY CORPORATE AND POLITIC UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF IDAHO, AND IN ACCORDANCE WITH THE PROVISIONS OF THE LAWS OF SAID STATE, DO HEREBY MAKE, EXECUTE AND ACKNOWLEDGE THIS CERTIFICATE IN WRITING OF OUR INTENTION TO BECOME A BODY CORPORATE UNDER AND BY VIRTUE OF SAID LAWS.

97 DEC 10 AM 8:53
SECRETARY OF STATE
STATE OF IDAHO

FILED

ARTICLE 1.

CORPORATE NAME

THE NAME OF THE PROPOSED CORPORATION IS JIM LESTER'S PLUMBING & HEATING, INC.

ARTICLE 2.

PURPOSES AND OBJECTS

THE NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED, PROMOTED AND CARRIED ON, ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD, TO-WIT:

SECTION 2.01

TO ENGAGE IN THE GENERAL BUSINESS OF INSTALLATION OF PLUMBING AND HEATING AS A CONTRACTOR OR SUBCONTRACTOR, IN NEW CONSTRUCTION OR AS REPAIRS OR REMODELLING OF EXISTING STRUCTURES, AND TO MANUFACTURE, BUY, SELL, AND OTHERWISE DEAL IN PLUMBING AND HEATING FIXTURES, FURNACES, HEAT SYSTEMS, DUCT SYSTEMS, PANELS, PIPES, ACCESSORIES AND FITTINGS NECESSARY OR USEFUL IN SUCH OCCUPATIONS.

TO FURTHER ENGAGE IN THE BUYING, SELLING AND MANUFACTURING OF PLUMBING AND HEATING SUPPLIES OF EVERY KIND, NATURE, AND DESCRIPTION, BOTH DOMESTIC AND INDUSTRIAL, AND IN THE BUYING AND SELLING OF ALL BUILDING SUPPLIES AND EQUIPMENT OF ANY KIND, NATURE OR DESCRIPTION WHATSOEVER.

12/10/1997 09:00
CK: 1695 CT: 98984 BH: 62199

TO ENGAGE IN AND OPERATE ANY GENERAL MERCHANDISING BUSINESS ON EITHER THE WHOLESALE OR RETAIL LEVEL, TO ESTABLISH, PURCHASE, LEASE AS LESSEE OR OTHERWISE ACQUIRE, OWN, OPERATE AND MAINTAIN, SELL, OR OTHERWISE DISPOSE OF OR TO IN ANYWISE DEAL WITH GOODS,

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WARES AND MERCHANDISE OF ANY KIND AND NATURE, EITHER ON THE WHOLESALE OR RETAIL LEVEL, AND TO CARRY ON SUCH BUSINESS AS WHOLESALERS, RETAILERS, IMPORTERS, EXPORTERS; TO ACQUIRE ALL SUCH MERCHANDISE, SUPPLIES, MATERIALS, AND OTHER ARTICLES AS SHALL BE NECESSARY OR INCIDENTAL TO SUCH BUSINESS; AND TO HAVE ANY AND ALL POWERS TO CARRY OUT THE PURPOSES ABOVE SET FORTH.

TO ACT AS A GENERAL AND SUBCONTRACTOR FOR THE CONSTRUCTION, REPAIRING, REMODELING OF BUILDINGS AND PUBLIC WORKS OF ALL KINDS, AND FOR THE IMPROVEMENT OF REAL PROPERTY AND THE DOING OF ANY AND ALL OTHER BUSINESS AND CONTRACTING INCIDENTAL THERETO, OR CONNECTED THERewith, AND THE DOING AND PERFORMING OF ANY AND ALL ACTS OR THINGS NECESSARY, PROPER, OR CONVENIENT FOR OR INCIDENTAL TO THE FURTHERANCE OR CARRYING OUT OF THE POWERS OR PURPOSES HEREIN MENTIONED.

THIS CORPORATION SHALL ALSO BE AUTHORIZED TO CONDUCT ANY AND ALL OTHER LAWFUL BUSINESSES THAT ARE PERMITTED IN THE STATE OF IDAHO, OR THE UNITED STATES OF AMERICA, REGARDLESS OF WHETHER OR NOT THEY HAVE BEEN AFOREMENTIONED OR REFERRED TO ABOVE.

TO PURCHASE, OR IN ANY WAY ACQUIRE FOR INVESTMENT OR FOR SALE OR OTHERWISE, LANDS, CONTRACTS FOR THE PURCHASE OR SALE OF LANDS, BUILDINGS, IMPROVEMENTS, AND ANY OTHER REAL PROPERTY OF ANY KIND OR ANY INTEREST THEREIN, AND AS THE CONSIDERATION FOR SAME TO PAY CASH OR TO ISSUE THE CAPITAL STOCK, DEBENTURE BONDS, MORTGAGE BONDS, OR OTHER OBLIGATIONS OF THE CORPORATION, AND TO SELL, CONVEY, LEASE, MORTGAGE, DEED IN TRUST, TURN TO ACCOUNT, OR OTHERWISE DEAL WITH ALL OR ANY PART OF THE PROPERTY OF THE CORPORATION; TO MAKE AND OBTAIN LOANS UPON REAL ESTATE, IMPROVED OR UNIMPROVED, AND UPON PERSONAL PROPERTY, GIVING OR TAKING EVIDENCES OF INDEBTEDNESS AND SECURING THE PAYMENT THEREOF BY MORTGAGE, TRUST DEED, PLEDGE OR OTHERWISE, AND TO ENTER INTO CONTRACTS TO BUY OR SELL ANY PROPERTY, REAL OR PERSONAL; TO BUY AND SELL MORTGAGES, TRUST DEEDS, CONTRACTS, AND EVIDENCES OF INDEBTEDNESS; TO PURCHASE OR OTHERWISE ACQUIRE, FOR THE PURPOSE OF HOLDING OR DISPOSING OF THE SAME, REAL OR PERSONAL PROPERTY OF EVERY KIND AND DESCRIPTION, INCLUDING THE GOOD WILL, STOCK, RIGHTS, AND PROPERTY OF ANY PERSON, FIRM, ASSOCIATION, OR CORPORATION, PAYING FOR THE SAME IN CASH, STOCK, OR BONDS OF THIS CORPORATION; AND TO DRAW, MAKE, ACCEPT, ENDORSE, DISCOUNT, EXECUTE, AND ISSUE PROMISSORY NOTES, BILLS OF EXCHANGE, WARRANTS, BONDS, DEBENTURES, AND OTHER NEGOTIABLE OR TRANSFERABLE INSTRUMENTS, OR OBLIGATIONS OF THE CORPORATION, FROM TIME TO TIME, FOR ANY OF THE OBJECTS OR PURPOSES OF THE CORPORATION WITHOUT RESTRICTION OR LIMIT AS TO AMOUNT.

TO DO ANY AND ALL OTHER LAWFUL BUSINESS IN ANYWISE AFFILIATED WITH OR ASSOCIATED THERewith.

SECTION 2.02

TO ACQUIRE, OWN, OPERATE, SELL, EXCHANGE, LET OR LEASE FACILITIES FOR THE CONDUCT OF SAID BUSINESS WITHIN THE STATE OF

IDAHO OR OUTSIDE THE STATE OF IDAHO.

SECTION 2.03

TO BORROW MONEY FOR THE PURPOSES OF THIS CORPORATION; TO ISSUE BONDS, NOTES AND DEBENTURES AND OTHER EVIDENCES OF INDEBTEDNESS THEREFORE AND TO SECURE THE SAME BY MORTGAGE OR PLEDGE OF PERSONAL PROPERTY, INCLUDING THE INCOME OF SAID CORPORATION OR BY MORTGAGE OF REAL PROPERTY EXECUTED IN TRUST OR OTHERWISE. ALL OR ANY PORTION OF THE REAL OR PERSONAL PROPERTY OF THE CORPORATION MAY BE SO PLEDGED, MORTGAGED OR HYPOTHECATED.

SECTION 2.04

TO BUILD ANY OR ALL BUILDINGS, STRUCTURES OR WAREHOUSES NECESSARY OR CONVENIENT FOR THE CONDUCT OF THE BUSINESS OF SAID CORPORATION OR OTHERS OR TO ACQUIRE THE SAME BY PURCHASE, LEASE OR OTHERWISE.

SECTION 2.05

TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, IN WHOLE OR IN PART, THE BUSINESS, GOODWILL, RIGHTS, FRANCHISES AND PROPERTY OF EVERY KIND AND TO TAKE OVER THE WHOLE OR ANY PART OF THE ASSETS OR LIABILITIES OF ANY PERSON, FIRM, ASSOCIATION OR CORPORATION ENGAGED IN OR AUTHORIZED TO BE CONDUCTED BY THIS CORPORATION OR OWNING PROPERTY NECESSARY OR SUITABLE FOR ITS PURPOSES AND TO PAY FOR THE SAME IN CASH, IN THE STOCK OR BONDS OF THIS CORPORATION OR OTHERWISE; TO HOLD OR IN ANY MANNER DISPOSE OF THE WHOLE OR ANY PART OF THE BUSINESS OR PROPERTY SO ACQUIRED AND TO EXERCISE ALL THE POWERS NECESSARY OR INCIDENTAL TO THE CONDUCT OF SUCH BUSINESS.

SECTION 2.06

TO ENTER INTO ANY CONTRACT, COOPERATIVE AGREEMENT OR PROFIT-SHARING PLAN WITH ITS OFFICERS OR EMPLOYEES THAT THE CORPORATION MAY DEEM ADVANTAGEOUS OR EXPEDIENT OR OTHERWISE TO REWARD OR PAY SUCH PERSONS FOR THEIR SERVICES AS THE DIRECTORS MAY DEEM FIT.

SECTION 2.07

TO PURCHASE OR OTHERWISE ACQUIRE, OWN, HOLD, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER OR OTHERWISE DISPOSE OF SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OR EVIDENCES OF INDEBTEDNESS OF ANY KIND OR ANY KIND OR NATURE CREATED BY ANY CORPORATION OR CORPORATIONS, WHEREVER ORGANIZED, WHETHER PUBLIC OR PRIVATE.

SECTION 2.08

TO EXERCISE GENERALLY THE POWERS CUSTOMARILY EXERCISED BY BUSINESS CORPORATIONS AND PARTICULARLY THE POWERS PROVIDED BY THE

LAWS OF THE STATE OF IDAHO REFERRING ESPECIALLY TO SECTION 30-1-4 OF THE IDAHO CODE IN ANY STATE OF THE UNITED STATES AND THROUGHOUT THE WORLD.

SECTION 2.09

TO CARRY ON ANY OTHER BUSINESS OR TO DO ANYTHING IN CONNECTION WITH THE OBJECTS AND PURPOSES ABOVE MENTIONED THAT MAY BE NECESSARY OR PROPER TO ACCOMPLISH SUCCESSFULLY OR PROMOTE THE SAID OBJECTS AND PURPOSES. THE FOREGOING CLAUSES, BY REASON OF THE SPECIFIC ENUMERATION OF POWERS, SHALL NOT BE HELD TO RESTRICT THE POWER OF THE CORPORATION TO DO ANY OF THE THINGS WITHIN THE PURVIEW OF ITS GENERAL PURPOSE.

ARTICLE 3.

CORPORATE DURATION

THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

ARTICLE 4.

REGISTERED OFFICE AND AGENT

SECTION 4.01

REGISTERED OFFICE

THE LOCATION OF THE REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF IDAHO IS 13706 FARM TO MARKET ROAD, OR POST OFFICE BOX 4180, MCCALL, IDAHO 83638.

SECTION 4.02

REGISTERED AGENT

THE REGISTERED AGENT OF THIS CORPORATION IN THE STATE OF IDAHO IS JIMMY LEE LESTER, WHOSE ADDRESS IS P.O. BOX 4180, MCCALL, IDAHO 83638.

ARTICLE 5.

CAPITAL STOCK

THE TOTAL AUTHORIZED NUMBER OF PAR VALUE SHARES IS ONE THOUSAND (1,000). THE AGGREGATE PAR VALUE OF THE TOTAL AUTHORIZED NUMBER OF SHARES IS TEN THOUSAND AND NO/100 DOLLARS (\$10,000.00), WHICH IS NON-ASSESSABLE. PAR VALUE SHALL BE TEN DOLLARS (\$10.00) PER SHARE.

ARTICLE 6.

CLASSES OF STOCK

AND ACKNOWLEDGED TO ME THAT THEY EXECUTED THE SAME AS THEIR OWN
FREE ACT AND DEED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED
MY OFFICIAL SEAL AS OF THE DAY AND YEAR IN THIS CERTIFICATE FIRST
ABOVE WRITTEN.



Cindy Morley

NOTARY PUBLIC FOR IDAHO
RESIDING IN MC CALL, IDAHO
MY COMMISSION EXPIRES: 7-13-2001