

47494

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

HATCH LIGHTING, 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: January 31, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Joseph H. Baker*

Corporation Clerk

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SEC. OF STATE  
ARTICLES OF INCORPORATION

OF '92 JAN 31 AM 8 39

HATCH LIGHTING, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens and residents of the United States of America and State of Idaho, and of legal age, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for the purpose as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is:

HATCH LIGHTING, INC.

ARTICLE II.

PURPOSES

The purposes and powers of the corporation shall be:

Section 1. To own, establish, conduct and carry on the business of purchasing, leasing or otherwise acquiring electrical lighting, globes, tubes, ballasts, lamps, fixtures, supplies and equipment, and to sell, lease and distribute the same, both at wholesale and retail.

Section 2. To construct, erect and install, and to enter into contracts for the construction, erection and installation of electrical fixtures and lighting fixtures and appliances of all kinds and nature in commercial, industrial and residential structures.

Section 3. To own, establish, conduct, lease and otherwise acquire and carry on the business of acquiring, purchasing, leasing, selling and distributing, both at wholesale and retail, all types and kinds of building and construction machinery, tools, equipment and supplies.

Section 4. To buy or otherwise acquire and to distribute, sell or otherwise dispose of, at wholesale or retail, building materials and supplies of every kind and nature and to establish and maintain stores, warehouses and other distributing centers for the assembling, storing, distributing and selling of any and every kind of commodity, goods, wares and merchandise.

Section 5. To conduct a storage and warehousing business for the receiving, storing and distributing of electrical lighting, globes, tubes and electrical fixtures of every kind and nature and building supplies, equipment and materials of every kind and nature. To acquire, by purchase or otherwise, and to store, sell, lease or distribute, repair, erect, connect, install, operate and generate, trade-in and deal with lighting fixtures, electric fixtures, electrical lighting fixtures and electrical equipment, appliances, specialties and merchandise.

Section 6. To develop and establish a system of franchises for the operation of the distribution and servicing of electrical lighting systems and to establish franchise agents, dealers, distributors and/or agents in connection therewith, and to enter into contracts with such franchise agents, dealers, distributors or agents for the distribution, marketing, selling, consulting, counseling and servicing of such electrical systems and other supplies, systems and equipment. To provide for the convenience and safety of properties, buildings and structures.

Section 7. In general, to operate the business of supplying, installing, selling and distributing electrical lighting fixtures, globes, tubes and appliances and to do everything that is necessary, desirable or conducive to the accomplishment of such purposes.

Section 8. To transact any and all lawful business for which corporations may be incorporated within and under the Idaho Business Corporations Act.

Section 9. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property.

Section 10. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade

acceptances, conditional sales, warehouse receipts, warrants, and other negotiable or transferable instruments; and to borrow money and or incur indebtedness as may be determined expedient.

Section 11. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business property and other real estate, automotive vehicles, fixtures, supplies, machinery and utensils, and all other personal property of fixtures, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise encumber or dispose of lands, buildings, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary, convenient or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 12. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venture in such transactions.

Section 13. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

### ARTICLE III.

#### CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

### ARTICLE IV.

#### PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this state is 5243 Steele Ave., Iona, Idaho 83427, the corporation may also maintain offices at

such other place or places in the State of Idaho and the United States as the Board of Directors may, from time to time, decide.

The Post Office address of the registered office shall be Box 483, Iona, Idaho 83427.

Section 2. The operation and business of this corporation shall be carried out in the County of Bonneville, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the Board of Directors may, from time to time, decide.

Section 3. The initial registered agent for the corporation shall be Alban Hatch, whose address is 5243 Steele Ave., Iona, Idaho 83427, and whose mailing address is Box 483, Iona, Idaho 83427.

#### ARTICLE V.

##### CAPITAL STOCK

Section 1. This company is a stock company chartered under the laws of the State of Idaho.

Section 2. The amount of authorized capital stock of this corporation shall be the number of Ten Thousand (10,000) shares of common capital stock of the par value of Ten Dollars (\$10.00) each for a total authorized capital of One Hundred Thousand Dollars (\$100,000.00).

#### ARTICLE VI.

##### MANAGEMENT

Section 1. The management of this corporation shall be vested in a Board of Directors. The Directors shall be elected at the annual meeting of the Stockholders and the number of Directors to serve shall be elected and decided at the annual meeting of Stockholders as provided in the Bylaws and in the manner and method therein provided.

Section 2. The number of Directors constituting the initial Board of Directors of the corporation shall be two, who are to serve as Directors until the first annual meeting of Stockholders or until their successors shall have been elected and qualified, and who are named as follows:

Alban Hatch  
5243 Steele Ave.  
Iona, Idaho 83427

Sherri Hatch  
5243 Steele Ave.  
Iona, Idaho 83427.

Section 3. The meeting of the Board of Directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State, for the transaction of any business of the corporation as the Directors may, by resolution, provide. A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the Directors shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

Section 4. No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting or the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

#### ARTICLE VII.

The name, post office address and number of shares subscribed by each of the incorporators are as follows:

Alban Hatch	One Share
5243 Steele Ave.	
Iona, Idaho 83427	

Sherri Hatch	One Share
5243 Steele Ave.	
Iona, Idaho 83427.	

All of the subscribers to these Articles of Incorporation are citizens of the United States and residents of the State of Idaho.

ARTICLE VIII.

AMENDMENTS

The corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 27th day of January, 1992.

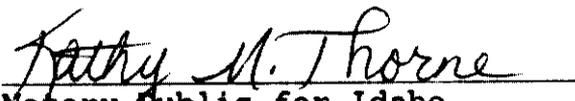
  
Alban Hatch

  
Sherri Hatch

STATE OF IDAHO )  
County of Bonneville ) ss.

On this 27th day of January, 1992, before me the undersigned, a Notary Public for Idaho, personally appeared Alban Hatch and Sherri Hatch, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

  
Kathy M. Thorne  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 10/24/97

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