

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

PLUMBING PARTS & SUPPLY, INC.

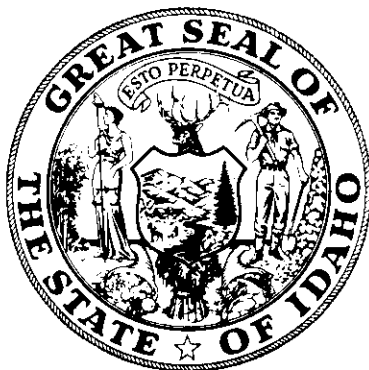
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

PLUMBING PARTS & SUPPLY, INC.

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: *March 1, 1984*



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Denise Huer*

CERTIFICATE OF INCORPORATION

OF

PLUMBING PARTS & SUPPLY INC.  
a close corporation

FIRST. The name of this corporation is  
PLUMBING PARTS & SUPPLY, INC.

SECOND. The period of duration is perpetual.

THIRD . The nature of the business and the objects  
and purposes proposed to be transacted, promoted and carried on, are  
to do any or all things herein mentioned as fully and to the same  
extent as natural persons might or could do. VIZ

"The purpose of the corporation is to engage in both the  
manufacturing and selling of Plumbing and Heating products.  
To manufacture and sell related items in the use or repair  
of Plumbing and Heating products. To operate both on a  
wholesale and retail level. To represent and to Manufacture  
and sell any products that can be produced by the equipment  
used in making these products."

FOURTH. The amount of the total authorized capital  
stock of this corporation is 1000 shares of \$10.00 par value.

FIFTH. The names and mailing address for the  
Incorporators is as follows.

GEORGE T. MATTENA	974 WEST 1st. SOUTH. SALT LAKE CITY, UTAH 84104
JOE L. MATTENA	1305 ARAPAHOE AVE. SALT LAKE CITY, UTAH 84104
JOHN WROBEL	1618 N. 27th BOISE, IDAHO 83702
NONA WROBEL	1618 N. 27th BOISE, IDAHO 83702

SIXTH. Its registered office in the State of Idaho  
is to be located at 200 EAST 37th. #1. BOISE, IDAHO 83714.  
The registered agent in charge therefore is JOHN WROBEL.

SEVENTH. The powers of the Incorporators are to  
terminate upon filing of the Certificate of Incorporation, and the  
names and mailing addresses of persons who are to serve as directors  
until the first annual meeting of the stockholders or until their  
successors are elected and qualify are as follows.

GEORGE T. MATTENA	974 WEST 1st. SO SALT LAKE CITY, UTAH 84104
JOHN WROBEL	1618 N. 27th BOISE, IDAHO 83702

EIGHTH. That the Corporation has received in  
consideration at least ONE THOUSAND DOLLARS (\$1000.00) For the  
issuance of stock.

NINTH. All of the Corporations issued stock,  
exclusive of treasury shares, shall be held of record by not more  
than TWENTY(20) persons.

TENTH. All of the issued stock of all classes shall  
be subject to following restriction on transfer permitted by section  
30-1-23A of the Idaho Corporation Law.

CERTIFICATE OF INCORPORATION for PLUMBING PARTS & SUPPLY

Each stockholder shall offer to the Corporation or to other stockholders of the corporation a THIRTY(30) day "first refusal" option to purchase his stock should he elect to sell his stock. That at least one Officer shall retain the majority of stock in the Corporation and that provision in the By-Laws shall set forth the procedures and requirement of this clause.

ELEVENTH. The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities act of 1933, as it may be amended from time to time.

TWELVETH. The director(s) shall have power to make and to alter or amend the By-Laws, to fix the amount to be reserved as working capital, and to authorize and cause to be executed, liens and mortgages without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to vote of the holder of a majority of the capital stock issued and outstanding the Director(s) shall have the authority to dispose, in any manner, of the whole property of this Corporation subject to Idaho laws.

The stockholders and Director(s) shall have power to hold their meeting and keep the books, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or director(s), except as otherwise required by the laws of the State of Idaho.

We the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this Certificate and do certify that facts herin are true and we have accordingly herinto set our hand.

DATED  
COUNTY OF ADA  
STATE OF IDAHO.

Joe Lloyd Miller George F. Matterson  
5/27/84

W. L. Salas Joe Lloyd Miller  
Today 2/24/84 Nena L. Welch

John R. Knobel

Notary Public Residing at Boise, Idaho  
My Commission Expires 6-18-1984.

Frank Navarro