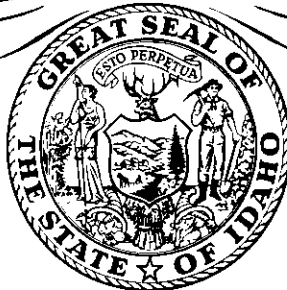


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

**A-B-C, INC.**

was filed in the office of the Secretary of State on the **Third** day of **July** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **124** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

**perpetual existence** from the date hereof, with its registered office in this State located at

**Boise**

in the County of

**Ada.**

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 **3rd** day of **July**, A.D., 1963 .

Secretary of State.

1 ARTICLES OF INCORPORATION

2 OF

3 A-B-C, INC.

4 KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned,  
5 all being natural persons of full age and citizens of the United  
6 States, have this day voluntarily associated ourselves together  
7 for the purpose of forming a general business corporation under the  
8 laws of the State of Idaho, and we hereby certify:

9 ARTICLE I.

10 The name of this Corporation shall be : A-B-C, INC.

11 ARTICLE II.

12 The purposes for which this corporation is formed are:

13 To own and operate a general heating, air conditioning and  
14 home improvements business or businesses and in connection therewith  
15 to do any and all things necessary, useful or advantageous for the  
16 purposes of this corporation and any lawful business it may choose  
17 to enter into in connection therewith, whether directly or indirectly  
18 related thereto.

19 This corporation shall have the further authority:

20 (A) To have succession by its corporate name perpetually;

21 (B) To sue and be sued, appear, complain and defend in any  
22 court of law, or before any board, commission or tribunal;

23 (C) To have and use a corporate seal which may be altered  
24 at pleasure;

25 (D) To receive, acquire, hold, purchase, dispose of, convey,  
26 mortgage and/or lease, real and personal property; to dispose of,  
27 sell, lease, assign, transfer, mortgage and/or convey any rights,  
28 privileges, franchises and real or personal property of the corpora-  
29 tion, other than its franchise of being a corporation, and to  
30 acquire, purchase, guarantee, hold, mortgage, own, vote, sell,  
31 pledge and/or otherwise dispose of and deal in shares, bonds,  
32 securities and debentures and other evidences of indebtedness of  
other corporations, domestic or foreign;

ARTICLES OF INCORPORATION-1 PS.

1 (E) To appoint such officers, employees and agents as the  
2 business of the corporation may require and to allow them compensation;

3 (F) To make by-laws not inconsistent with any existing law  
4 for the management of its business and property, the regulation and  
5 conduct of its affairs, and the certification and transfer of its  
6 stock, and optionally to provide penalties for the breach thereof  
7 not exceeding twenty dollars for any one offense;

8 (G) To issue shares and admit shareholders, and to sell their  
9 shares for the payment of assessments or instalments;

10 (H) To wind up and dissolve itself, or to be wound up and  
11 dissolved in the manner hereinafter provided;

12 (I) To enter into contracts or obligations of any type or  
13 kind essential, necessary or proper to the transaction of its  
14 ordinary affairs, or for the purposes of the corporation;

15 (J) To conduct business in this state, other states, District  
16 of Columbia, territories and colonies of the United States and in  
17 foreign countries, and to have one or more offices and places of  
18 business out of this state, and to acquire, receive, hold, purchase,  
19 lease, mortgage, dispose of and/or convey real and personal property  
20 situate out of this state, provided such powers are included within  
21 the objects set forth in these articles of incorporation;

22 (K) To do all acts permitted by Idaho Law, and all such  
23 other acts as are necessary and expedient to accomplish the stated  
24 purposes of this corporation.

25 ARTICLE III.

26 This corporation shall be in perpetual existence.

27 ARTICLE IV.

28 The location and post office address of this corporation's  
29 registered office in the State of Idaho is 1625 Bannock Street,  
30 Boise, Idaho.

31 ARTICLE V.

32 The total authorized capital stock of this corporation shall  
be Twenty-five Thousand Dollars (\$25,000.00) divided into

ARTICLES OF INCORPORATION-2 PS.

1 twenty-five thousand ( 25,000) shares of common stock at a  
2 par value of One dollar (\$1.00) each. Said capital stock shall be  
3 paid in at such times and upon such conditions as the Board of Direc-  
4 tors may by resolution direct, either in cash, or by services rendered  
5 to the corporation, or by real and personal property transferred to  
6 it. Shares of stock when issued in exchange for service or property  
7 pursuant to a resolution by the Board of Directors shall thereupon  
8 become and be fully paid up the same as though paid for in cash at  
9 par, and shall be non-assessable forever, and the determination by  
10 the Board of Directors as to the value of the property or services  
11 received by the Corporation in exchange for stocks shall be con-  
12 clusive.

#### 13 ARTICLE VI.

14 The name and post office address of each of the incorporators  
15 hereof and the number of shares of common stock described in Article  
16 V herein subscribed by each are as follows:

17 Robert L. Schroeder, 812 Sylvan, Boise, Idaho, one share  
18 Grace E. Schroeder, 812 Sylvan, Boise, Idaho, one share  
19 G. D. Bryant, 812 Sylvan, Boise, Idaho, one share

#### 20 ARTICLE VII.

21 At all meetings of stockholders of this corporation, every  
22 stockholder of record shall be entitled to one vote for every share  
23 of stock standing in his or her name on the books of this corpor-  
24 ation. Cumulative voting of shares is hereby authorized.

#### 25 ARTICLE VIII.

26 No stockholder or the executor or administrator of any  
27 deceased stockholder, shall transfer stock in this company without  
28 first notifying the company of the name of the proposed transferee  
29 and obtaining the consent of the Board of Directors, as provided  
30 herein; and, if the Board shall refuse to make such transfer, then  
31 the Company shall within thirty (30) days of such application,  
32 either itself purchase, or find a purchaser for the stock at not

1 less than the book value thereof as last fixed by the Board of  
2 Directors, in accordance with the by-laws; otherwise such transfer  
3 shall be made.

4 ARTICLE IX.

5 The business affairs of this corporation shall be managed  
6 by a Board of at least three directors who need not be shareholders,  
7 subject to the provisions of Section 30-139, Idaho Code.

8 The method and manner of holding Directors' meetings and  
9 stockholders' meetings, the authority and duties of each of the  
10 officers of the corporation, and all other matters for management  
11 and control of the corporation, shall be determined by the by-laws  
12 of the corporation and by the laws of the State of Idaho.

13 ARTICLE X.

14 These articles may be amended in any respect conformable to  
15 the laws of the State of Idaho by a vote of 3/4ths of the stock-  
16 holders entitled to vote in a meeting of stockholders called for  
17 that purpose as prescribed by law.

18 ARTICLE XI.

19 At any special meeting called to consider the subject, the  
20 corporation, upon a unanimous recommendation by the Board of  
21 Directors, may dissolve the corporation, provided that at least  
22 3/4ths of the members of the Board are present at such meeting,  
23 and provided not more than 1/4th of the stockholders in person or  
24 by written notice object thereto. A committee of three shall  
25 thereupon be elected to liquidate the assets of the corporation,  
26 and each share of capital stock according to the amount thereon  
27 shall be entitled to its proportion of the proceeds after all  
28 debts of the corporation have been paid.

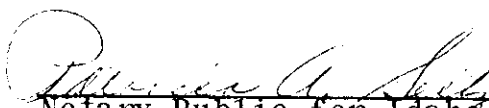
29 IN WITNESS WHEREOF, We have hereunto set our hands this  
30 day of May, 1963.

31 Robert L. Schraeder W. D. Bryant  
32 Grace E. Schraeder

1 STATE OF IDAHO)  
2 County of Ada ) ss.

3 On this 2nd day of July, 1963, before me, a Notary Public,  
4 personally appeared ROBERT L. SCHROEDER, GRACE E. SCHROEDER and  
5 G. D. BRYANT, known to me to be the persons whose names are  
6 subscribed to the within instrument and each for himself acknow-  
7 ledged to me that he executed the same and that he is a citizen  
8 of the United States.

9 IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
10 my official seal the day and year in this certificate first above  
11 written.

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14 Notary Public for Idaho  
15 Residence: Boise, Idaho  
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