



## 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

#### HERDTI ELECTRIC COMPANY

was filed in the office of the Secretary of State on the **Seventh** day of **July** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **129** 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 **Rexburg** in the County of **Madison.**

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 **7th** day of **July**, A.D., 19**64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

HERDTI ELECTRIC COMPANY  
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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age and citizens of the United States, do hereby associate together for the purpose of forming a corporation under the provisions of the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation, to-wit:

ARTICLE I.

The name of said corporation shall be HERDTI ELECTRIC COMPANY.

ARTICLE II.

The term of existence of said corporation shall be perpetual.

ARTICLE III.

The location and post office address of its registered office in this state shall be Rexburg, Madison County, Idaho. ✓

ARTICLE IV.

The objects and purposes for which this corporation is formed are to do any or all of the things hereinafter set forth to the same extent as natural persons might or could do, to-wit:

1. To carry on the business of electricians, mechanical engineers and manufacturers, workers and dealers in electricity, motive power and light and any business in which the application of electricity or any like power or any power that can be used as a substitute therefor, shall, or may be useful, convenient or ornamental, or any other business of a like nature. To manufacture, buy, sell, distribute and deal in all manner and kind of electrical appliances at wholesale or retail. To enter into all manner and kind of public and private contracts as electricians and mechanical engineers and to wire, construct and erect buildings of all types and to do all other acts and things pertaining to the electrical business.

2. To establish, purchase, lease as lessee, or otherwise acquire, to own, operate and maintain, and to sell, mortgage, lease as lessor, and otherwise dispose of retail stores or departments therein and to conduct a general merchandising business therein.

3. To purchase or otherwise acquire, own and hold unlimitedly such real and personal property of every kind and nature within and without the State of Idaho, and in any part of the world, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any of such property.

4. To purchase or otherwise acquire and to hold and own, or to sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other obligations or assets of any corporation formed for, or thereafter engaged in, or purchasing any one or more of the businesses above mentioned, or owning or holding any property which the company might lawfully own or hold.

5. To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

6. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferrable instruments.

7. To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

8. To borrow money from time to time and secure the payment thereof, together with interest thereon by mortgage, deed of trust, or other lien upon or by any conveyance or transfer of any or all of its real and personal property, assets and estate, and upon its revenues, incomes and profits, or any of them.

9. To conduct business and exercise all or any of its powers as above specified or otherwise, in the State of Idaho, and/or in any other state, territory, and/or colony of the United States, the District of Columbia, any foreign country and/or any other part of the world as fully and to the same extent as natural persons might or could do, either alone, or in company with others, and at its option to have one or more offices and/or places of business as it desires within or without of said state, in addition to its registered and principal place of business.

10. All the foregoing provisions of these Articles are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration hereof of specific powers and objects shall not be held to limit or restrict in any manner the general purposes and powers of the corporation; provided, however, that nothing herein mentioned shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the laws of Idaho, now or hereafter existing, may not, at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of these Articles shall, except as otherwise provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Article contained or of any other provision of these Articles of Incorporation.

#### ARTICLE V.

At the annual meeting of shareholders there shall be elected from the shareholders of this corporation, a Board of Directors, consisting of such number of members, not less than three, as shall be provided by the By-Laws. The directors shall hold office for the term of one year, or until their successors are elected and qualified. That three of the

incorporators named in these Articles shall constitute the Board of Directors as follows: R. G. Herdti, Steven G. Herdti and Martell Holden.

ARTICLE VI.

The total authorized capital stock of this corporation shall be \$50,000.00, divided into five hundred shares of the par value of \$100.00 each, all of said stock shall be non-assessable common stock. All of said shares of stock of this corporation are of the same class with equal rights and voting power and without preference and/or priority of any share over any other.

ARTICLE VII.

The following are the names and post office addresses of the incorporators, together with the number of shares which are subscribed by each set opposite their names, respectively:

<u>NAME</u>	<u>ADDRESS</u>	<u>No. OF SHARES</u>
R. G. Herdti	Rexburg, Idaho	One
Steven G. Herdti	Rexburg, Idaho	One
Martell Holden	Rexburg, Idaho	One

ARTICLE VIII.

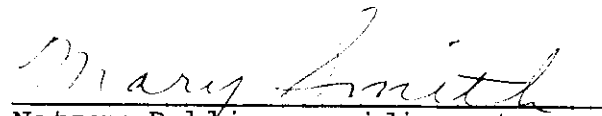
Subject always to By-Laws made by the shareholders, the Board of Directors may make By-Laws, and from time to time, may alter, amend or repeal any By-Laws; but any By-Laws made by the Board of Directors may be altered or repealed by the shareholders at any annual meeting or at any special meeting, provided notice of such proposed alteration or repeal by the shareholders be included in the notice of such special meeting of shareholders.

IN WITNESS WHEREOF, we, the undersigned, being each of the original incorporators of HERDTI ELECTRIC COMPANY, have hereunto set our hands and caused these Articles to be executed in triplicate this 1st day of July, 1964.

R. G. Herdti  
Steven G. Herdti  
Martell Holden

STATE OF IDAHO,     )  
                              (SS  
County of Madison.)

On this 1st day of July, 1964, before me, the undersigned, a Notary Public in and for said state, personally appeared R. G. Herdti, Steven G. Herdti, and Martell Holden, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me they executed the same.

  
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Notary Public, residing at  
Rexburg, Idaho. My commission  
expires June 25, 1967.

(Seal)