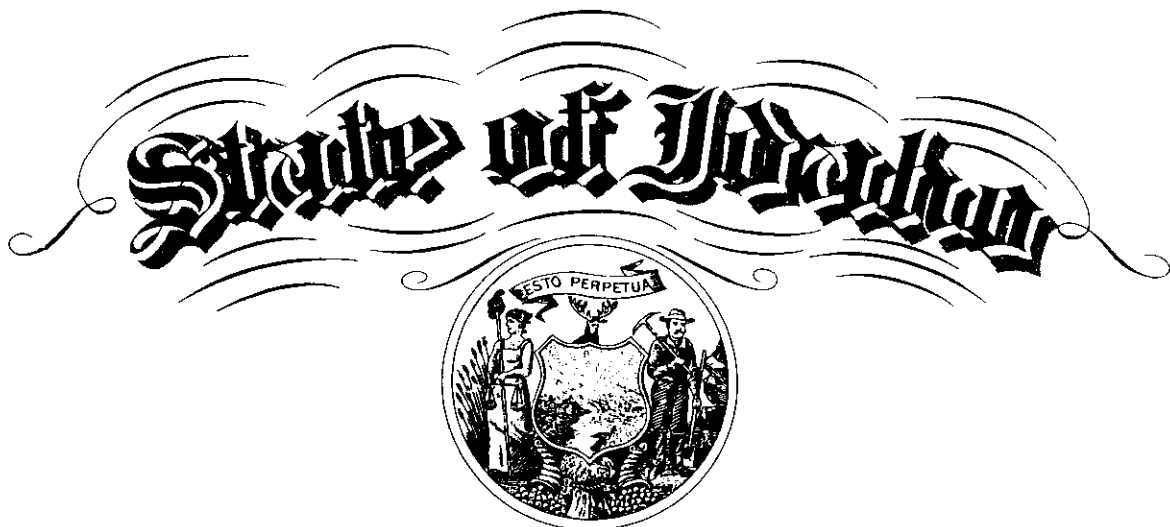




Department of State.

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

ACE ELECTRIC COMPANY

a corporation duly organized and existing under the laws of **Oregon** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **1st** day of **December** 19**58**, a properly authenticated copy of its articles of incorporation, and on the **1st** day of **December** 19**58**, a designation of **W. D. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **1st** day of **December**, A.D. 19**58**.

Secretary of State.



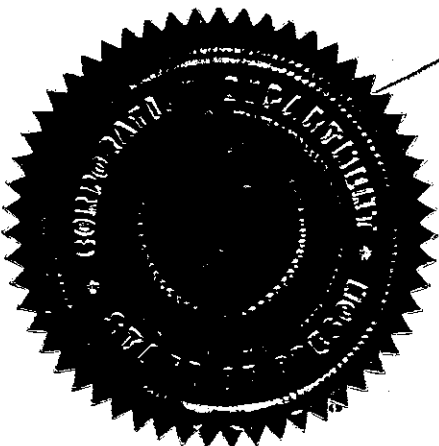
I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Department of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation of
 _____ ACE ELECTRIC COMPANY _____
 with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that _____ ACE ELECTRIC COMPANY _____
 is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this Department that are required by the Laws of this State.

In Testimony Whereof I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, this — 19th — day of — November —, 19 58 .

 Frank J. Healy
 Corporation Commissioner

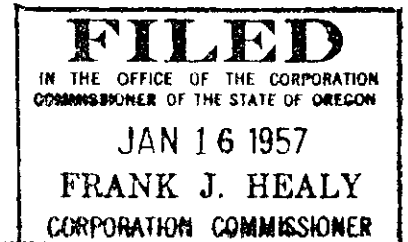


No. 11 Corporations for Gain

Submit in Duplicate

Three or more persons of the age of 21 years or more may incorporate. Articles shall be executed in duplicate, and both of the copies forwarded to the Corporation Commissioner, Salem, Oregon. See Notes 1, 2 and 3 on back of this form.

Articles of Incorporation
OF
ACE ELECTRIC COMPANY



We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators under the Oregon Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

① The name of this corporation is Ace Electric Company
.....
and its duration shall be perpetual
.....

ARTICLE II

① The purposes or purposes for which the corporation is organized are:
(See attached schedule)

ARTICLE II

The purpose or purposes for which the corporation is organized are:

(1) To do and engage in electrical work of every kind, nature and description, including the business of electricians, electrical and mechanical contractors and engineers and dealers, either as principals or agents in electric motors, dynamos and electrical machinery, appliances, plants, supplies and equipment of any kind or nature whatsoever; to design, construct, erect, install, alter, repair, equip and deal in all appliances, devices, contrivances for operation by electricity or otherwise, telephone and telegraph lines and electric power lines, including all instruments, poles, fixtures, wires and appliances, subways, conduits, ducts, power supply works, warehouses and buildings, works, plants, instruments and machinery for supplying and distributing electricity for light, heat, power or other purposes and all other works of public or private use; to design, construct, repair, alter, trade and deal in and with any or all machinery, appliances, equipment and supplies used in the manufacture, generation, storage, accumulation, transmission or distribution of any and all types of electric current and any and all manner of electric machinery, apparatus, supplies or equipment in connection therewith.

(2) To manufacture, buy, sell, install, erect and generally deal in and deal with transmission lines, insulators, conductors, insulating materials, brackets, wires, poles, conduits, cables, fixtures, chandeliers, lamps, motors, generators, dynamos, batteries, fuses, switches and all other appliance equipment goods, supplies and devices capable of being employed in connection with the generation, accumulation, distribution, transmission and use of electricity, and to manufacture, buy, sell and deal in all materials used for or in connection with the manufacture of the articles aforesaid or which may be advantageously dealt in by the corporation in connection therewith.

(3) To act as manufacturer's or others' agent for the buying, selling, dealing and trading in all kinds of merchandise, materials and machinery of any nature whatsoever, including, but not limited to, such as specified in Paragraph 2 above.

ARTICLE III

- ① The aggregate number of shares which the corporation shall have authority to issue is 2,000 shares common stock, each share to have a par value of \$100.00.

ARTICLE IV

The corporation will not commence business until \$100,000 has been received by it as consideration for the issuance of its shares. (If the corporation shall have par value shares only, the total par value of which is less than \$1,000, then the amount to be received by it shall be the total par value thereof.)
(At least \$1 000)

ARTICLE V

The address of the initial registered office of the corporation is 3525 N. E. Broadway
(Do not use City P. O. Box No.)
Portland, Oregon
and the name of its initial registered agent at such address is Riley H. Taylor

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is five
(At least three)
and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u> (Street and Number, if any)
Riley H. Taylor	3525 N. E. Broadway; Portland, Oregon
Riley R. Taylor	3525 N. E. Broadway; Portland, Oregon
John Lambert Taylor	3525 N. E. Broadway; Portland, Oregon
Robert H. Hulme	3525 N. E. Broadway; Portland, Oregon
Stewart Tremaine	1200 Cascade Building; Portland, Oregon

ARTICLE VII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u> (Street and Number, if any)
Stewart Tremaine	1200 Cascade Building; Portland, Ore.
Ferris F. Boothe	1200 Cascade Building; Portland, Ore.
G. Maureen Kindall	1200 Cascade Building; Portland, Ore.

ARTICLE VIII

(Add provisions for the regulation of the internal affairs of the corporation as may be appropriate.)

Dated January 15, 1957.

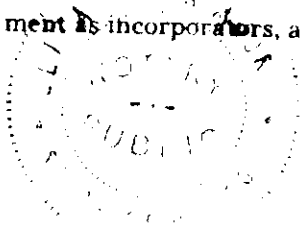
Stewart Tremaine
Ferris F. Boothe
G. Maureen Kindall

STATE OF OREGON,
County of Multnomah

{ ss.

I, Elizabeth A. Moore, a notary public for Oregon, hereby certify that on the 15th day of January, 1957, personally appeared before me Stewart Tremaine, Ferris F. Boothe and G. Maureen Kindall

who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.



Elizabeth A. Moore
Notary Public for Oregon
My commission expires: 6/11/59