

**FILED**  
Nov 20 3 32 PM '98

**ARTICLES OF INCORPORATION**

**OF**

**TURN-KI MECHANICAL, INC.**

INDIAN SECRETARY OF STATE  
11/23/1998 09:00  
CX: 1042 FT: 2454 BH: 16388  
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C126389

The undersigned, a natural person acting as an incorporator in order to form a Corporation under the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

**Article 1. Name.** The name of the Corporation is TURN-KI MECHANICAL, INC.

**Article 2. Purposes and Objects.** The purpose and object for which the Corporation is formed is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

**Article 3. Duration.** The Corporation is to have perpetual existence.

**Article 4. Registered Office and Agent.** The location and street address of the initial Registered Office of the Corporation is 115 S. 6th Ave., Caldwell, Idaho 83605. The initial Registered Agent of the Corporation shall be Monte M. Kiracofe who conducts business at the above address.

**Article 5. Aggregate Shares.** The aggregate number of shares which the Corporation shall have the authority to issue is 100,000 shares of \$1.00 par value.

**Article 6. Incorporator.** The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Post Office Address</u>
Monte M. Kiracofe	115 S. 6th Avenue Caldwell, Idaho 83605

**Article 7. Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be two, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Post Office Address</u>
Monte M. Kiracofe	6173 Stump Lane Star, Idaho 83669
Susan A. Kiracofe	6173 Stump Lane Star, Idaho 83669

**Article 8. Cumulative Voting.** All shareholders are entitled to cumulate their votes for directors, that is, they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

**Article 9. Terms of Classes or Series of Shares Determined by Board.** The board of directors may determine, in whole or in part, the preferences, limitations, and relative rights, within the limits of section 30-1-601, Idaho Code, of (a) any class of shares before the issuance of any shares of that class or (b) one (1) or more series within a class before the issuance of any shares of that series. Each series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of other series of the same class. Before issuing any shares of a class or series created under this section, the corporation shall deliver to the secretary of state for filing articles of amendment, which are effective without shareholder action, that set forth the information required by section 30-1-602, Idaho Code.

**Article 10. Preemptive Rights.** Stockholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation whether now or hereafter authorized or to any obligations convertible to stock of the Corporation and any such stock or obligation issued by the Corporation shall first be offered to the Stockholders of the Corporation.

**Article 11. Amendment of Articles and By-Laws.** The initial By-Laws of the Corporation shall be adopted by the majority of the Board of Directors. A majority of the Board of Directors or shareholders shall have the power to alter, amend or repeal the By-Laws or adopt new By-Laws. The Corporation reserves the right to amend, alter or repeal these Articles of Incorporation in the manner prescribed by law, by a majority vote of the Stockholders.

**Article 12. Limitation of Liability.** No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

**Article 13. Indemnification.** The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1<sup>st</sup> day of October, 1998.

INCORPORATOR:

  
Monte M. Kiracofe