

**ARTICLES OF INCORPORATION****OF**

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**PRECISION INSTALLATIONS, INC.**

STATE OF IDAHO

THE UNDERSIGNED, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation to the Idaho Secretary of State.

**ARTICLE I – NAME**

The name of the corporation shall be: Precision Installations, Inc.

**ARTICLE II – SHARES**

The aggregate number of shares the Corporation is authorized to issue shall be one hundred (100), all of which shall be common voting stock of no par value.

**ARTICLE III – REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is:

5978 N. Brooklet Avenue  
Boise, Idaho 83713

and the registered agent at that address is:

Stanley D. Bracy.

**ARTICLE IV – INCORPORATOR**

The name and address of the incorporator is:

IDaho SECRETARY OF STATE  
03/11/2003 05:00  
CK: 1005 CT: 104099 BH: 667827  
1 @ 100.00 = 100.00 CORP # 2

Mitchell E. Toryanski  
TORYANSKI GROUP, LLP  
913 W. River Street  
Suite 300  
Boise, Idaho 83702

The power of the incorporator shall terminate upon the filing of these Articles of Incorporation with the Idaho Secretary of State.

#### ARTICLE V – PURPOSE OF THE CORPORATION

The Corporation is organized for profit; the purpose for which is the installation of household appliances and the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

#### ARTICLE VI – DURATION

The Corporation shall exist in perpetuity.

#### ARTICLE VII – DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation shall be two (2). 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:

Stanley D. Bracy  
5978 N. Brooklet Avenue  
Boise, Idaho 83713

Nancy L. Bracy  
5978 N. Brooklet Avenue  
Boise, Idaho 83713

## ARTICLE VIII – ORGANIZATION MEETING

The initial Board of Directors shall hold an organization meeting upon the call of 50% or more of the Directors, to complete the organization of the corporation by appointing officers, adopting bylaws and carrying on any other business brought before them.

## ARTICLE IX – OFFICERS

The Directors shall elect officers of the Corporation. The offices, qualifications for holding office, and manner of election shall be determined in accordance with the bylaws.

## ARTICLE X – INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent not prohibited by law, any current or former director, officer, employee or agent, who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provision for indemnification or advancement of expenses of directors, officers, employees or agents included in any statute, bylaw, agreement, action of members or other document or arrangement.

## ARTICLE XI - ISSUANCE OF SHARES

The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property, including cash, promissory notes or services performed. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares is adequate. The determination of the Board in this regard is conclusive insofar as the adequacy of consideration.

## ARTICLE XII – DISSOLUTION

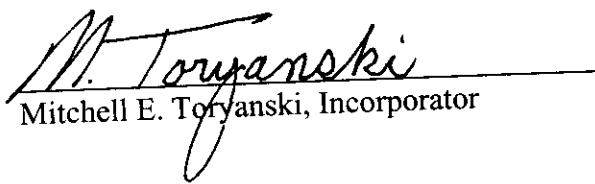
If the Corporation has not issued shares, a majority of the Directors may dissolve the Corporation. If the Corporation has issued shares, shareholders may dissolve the Corporation by casting a majority of all votes entitled to be cast for a proposal to dissolve the Corporation submitted to them by the Board of Directors. The Corporation is dissolved upon the effective date of the Articles of Dissolution delivered to the Idaho Secretary of State for filing.

## ARTICLE XIII – AMENDMENT OF ARTICLES OF INCORPORATION

The Board of Directors may adopt one (1) or more amendments to the Corporation's Articles of Incorporation without shareholder action to the fullest extent not prohibited by law.

IN WITNESS WHEREOF, I have hereunto set my hand this

11<sup>th</sup> day of March, 2003.

  
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Mitchell E. Toryanski, Incorporator