



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**PRIEST ENTERPRISES, INC.**

was filed in the office of the Secretary of State on **December 29th**, 19 **78**

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 **Caldwell, Idaho** in the county of **Canyon**

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 **29th**

day of **December**, A.D., 19 **78**.

**Pete T. Cenarrusa**

Secretary of State

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
PRIEST ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the provisions of the general business corporations laws of the State of Idaho, do hereby certify as follows:

I.

The name of the corporation is PRIEST ENTERPRISES, INC.

II.

The corporation's objects and purposes are:

a. To engage in the business of the sale, installation and repair service of electrical motors, pumps, items incidental to and associated with same.

b. To engage generally in the business of retail sales and services.

c. To engage in any business related or unrelated to those described in clauses a. and b. hereof as may be from time to time authorized or approved by the Board of Directors of this corporation, and to engage in any activities and do all things as are incidental to or conducive to the attainment of any of the objects and purposes set forth in this Paragraph II.

d. To be a promoter, partner, member, associate or manager of other business enterprises or ventures and to enter into any lawful arrangements for sharing profits and losses in any transaction or transactions.

III.

The corporation is to have perpetual existence.

IV.

The location and Post Office address of the corporation in this state is 412 W. Aven, Caldwell, Idaho. *AGENT - RICHARD H. PRIEST,*

V.

The authorized capital of the corporation consists of a single class of stock, the total number of authorized shares is 25,000, with a par value of \$1.00 and an aggregate par value of \$25,000.00.

VI.

The names and Post Office address of the incorporators<sup>AND DIRECTORS</sup> of the corporation with the number of shares subscribed for by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Earl L. Priest	1504 Teton, Caldwell, ID.	2
Melvin E. Priest	1405 Wilson, Caldwell, ID.	2
Richard H. Priest	1919 Butte View Drive, Caldwell, ID.	2

VII.

The shares of the corporation are not subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation, or for any other purpose.

VIII.

The holders of shares of stock in this corporation are not entitled to pre-emptive rights to purchase additional shares of stock.

IX.

The Board of Directors shall have the power to repeal and amend the by-laws of the corporation and adopt new by-laws, upon a majority vote of the board of directors. The shareholders may repeal, amend or adopt new by-laws in a shareholders' meeting by a vote representing a majority of the voting power of all shareholders or by written consent without a meeting by a majority of the allotted shares.

X.

The corporation may amend its Articles of Incorporation in any manner permitted by law upon the majority vote of the voting power of all shareholders, except as otherwise required by law.

XI.

A voluntary sale, lease or exchange of all or substantially all of the property and assets of the corporation may be made upon such terms and conditions as it deems expedient, including an exchange for shares in another corporation as follows:

a. If the corporation is able to meet its liabilities then matured, by a vote of a majority of the voting power of all shares.

b. If the corporation is unable to meet its liabilities then matured, by action of the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_.

Melvin E. Priest  
MELVIN E. PRIEST

Earl L. Priest  
EARL L. PRIEST

Richard H. Priest  
RICHARD H. PRIEST

State of Idaho )  
                  ) ss  
County of Canyon)

On this 28 day of December, 19 78, before me personally appeared MELVIN E. PRIEST, EARL L. PRIEST, AND RICHARD H. PRIEST, know to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

Kathleen Power  
Notary Public  
Residing at: Caldwell