

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CLEARWATER PLUMBING AND SUPPLY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of CLEARWATER PLUMBING AND SUPPLY, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **January 21, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

CLEARWATER PLUMBING AND SUPPLY, INC.

The undersigned, acting as the incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for said corporation:

I. Corporate Name

The name of the corporation is Clearwater Plumbing and Supply, Inc.

II. Duration

The period of duration is perpetual.

III. Purposes

The purposes for which the corporation is organized are as follows:

a. To engage in or transact any or all lawful business, except banking or insurance, for which corporations may be organized under this Act;

b. To do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them which are not forbidden by the Act, by other law or by these Articles of Incorporation;

c. The Board of Directors, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall direct the carrying out of the purposes of the corporation without previous authorization or subsequent approval of the shareholders of the corporation.

IV. Powers

The corporation, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall have and exercise the following powers:

a. To have and exercise all the powers specified in the Act;

b. To enter into any lawful arrangements for sharing profits, union of interest, reciprocal association, or cooperative association with any domestic corporation or foreign corporations, associations, partnerships, individuals, or other entities, and to enter into general or limited partnerships;

c. To make any guarantee respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by domestic or foreign corporations, associations, partnerships, individuals, or other entities;

d. Each of the foregoing clauses of this section shall be construed as independent powers. The matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the corporation creating them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

e. The Board of Directors, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall direct the carrying out and the exercise of the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

V. Shares

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of capital stock, consisting of one class and one series, common stock no par value. Each certificate evidencing ownership of these shares

shall conspicuously bear the legend RESTRICTED on the face of each said certificate, specific restrictions to be set forth in the Articles, Bylaws or by other means allowed by the Act.

VI. Dividends

Dividends shall be paid only pursuant to the following provisions:

a. The holders of the capital stock shall be entitled to receive dividends, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus.

Dividends are payable either in cash, in property or in shares of the capital stock;

b. No dividends shall be paid upon the capital stock by any medium under any of the following circumstances:

1. If the source out of which it is proposed to pay the dividend is due to or arises from unrealized appreciation in value or from a re-valuation of assets; or

2. If the corporation is thereby rendered incapable of paying its debts as they become due in the usual course of its business.

VII. Cumulative Voting

At each election for Directors, every holder of the capital stock shall have the right to vote, in person or by proxy, the number of shares registered in his name for as many persons as there are Directors to be elected and for whose election he has the right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

VIII. Preemptive Right

No preemptive right of any kind shall attach to any shares issued by Clearwater Plumbing and Supply, Inc.

IX. Bylaws

The initial Bylaws shall be adopted by the Board of Directors. The power to amend, alter, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Act or these Articles of Incorporation.

X. Directors

The Board of Directors shall have, in addition to rights and obligations contained elsewhere in these Articles or the Act, either implicitly or explicitly, the following rights and obligations:

a. No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

i) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

ii) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent, in which vote or consent such interested directors may participate to the extent that they are also shareholders; or

iii) The contract or transaction is fair and reasonable to the corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes approves or ratifies such contract or transaction.

b. That at a special meeting of the shareholders called expressly for that purpose, Directors may be removed in the manner provided in this section. The entire Board of Directors may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of Directors. No one of the Directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Directors. A Director shall be entitled to receive notice and hearing with respect to his removal.

XI. Officers

The officers of the corporation shall consist of a President, and a Secretary-Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the Bylaws. The offices of President and Secretary-Treasurer shall not be held by the same person.

All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be provided in the Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with the Bylaws.

XII. Provisional Member of Board of Directors

In the event the corporation has an even number of Directors who are equally divided and who cannot agree as to the management of its affairs, so that its business can no longer be conducted to advantage or so that there is danger that its property and business will be impaired or lost, a provisional Director shall be seated on the Board upon the written petition to the Board by any Director or shareholder or shareholders of record of Twenty Five Percent (25%) or more of the shares of the corporation. The determination that the corporation's business can no longer be conducted to advantage or that there is danger that the corporation's property and business will be impaired or lost shall be made by a majority vote of the Board of Directors or, in the event a majority of the vote of the Board of Directors cannot be obtained, by the licensed accountant who has prepared the tax returns for the corporation for the immediately preceding tax year, or if no licensed accountant prepared said returns, then by that licensed accountant who generally performs work of an accounting nature for the corporation.

The provisional Director shall be an impartial person who is neither a shareholder nor a creditor of the corporation nor the accountant above named, nor related by sanguinity or affinity within the third degree according to the common law to any of the other Directors, shareholders, officers or above named accountant of the corporation.

The provisional Director shall have all the rights and powers and obligations of a Director until the deadlock in the Board or among shareholders is broken or until such provisional Director is removed by a majority vote of outstanding shares of stock. The provisional Director shall be entitled to and shall receive the same considerations, both monetary and nonmonetary, as are received by any other Director.

The provisional Director shall be chosen pursuant to the procedures set out in the Bylaws of the corporation.

XIII. Amendments

The corporation reserves the right to amend the Articles of Incorporation in any manner now or hereafter permitted by the Act.

XIV. Registered Office and Agents

The address of the initial registered office of the corporation is 3803 14th Street, Lewiston, Idaho 83501. The name of the initial registered agent of the corporation is Loren Stentzel, an individual resident in Idaho whose business is at the above address.

XV. Data Respecting Directors

The initial Board of Directors shall consist of two (2) members. The names and addresses of the persons who are to serve as the Board of Directors until the first annual meeting of shareholders and until their successors shall have been elected and qualified are Loren Stentzel and Ruth Stentzel, 3803 14th Street, Lewiston, Idaho 83501. The Board of Directors elected at the first annual meeting of shareholders shall consist of two (2) natural persons. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws; but no decrease shall have the effect of reducing such number below two (2) or shortening the term of any incumbent Director. Ownership of stock in the corporation is not a prerequisite to hold the position of Director of the corporation. In the absence of a provision in the Bylaws fixing the number of Directors, the number of Directors shall be two (2).

XIV. Data Respecting Incorporators

The name and address of the incorporator are Loren Stentzel and Ruth Stentzel, natural persons whose addresses are 3803 14th Street, Lewiston, Idaho.

IN WITNESS WHEREOF, we, Loren Stentzel and Ruth Stentzel, the incorporators have hereunto set our hands and our seals to these Articles of Incorporation this 8th day of Jan. 1985, 198~~4~~⁵.

Loren Stentzel
Loren Stentzel

Ruth Stentzel
Ruth Stentzel

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 8th day of January, 198~~4~~⁵, before me, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in and for said state, personally appeared LOREN STENTZEL and RUTH STENTZEL, known to me to be the persons whose names are subscribed to the foregoing instrument as the incorporators therein and acknowledged to me that they executed the same as such.

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

(SEAL)

Debbie Wood
Notary Public in and for the State of Idaho, residing at Lewiston.

STATE OF IDAHO)
 : ss.
County of Nez Perce)

I, Delicia Wood, a notary public, do hereby certify that on this 8th day of January, 1985, personally appeared before me Loren Stentzel and Ruth Stentzel, who, being by me first duly sworn, declared that they are the First incorporator and second incorporator of Clearwater Plumbing and Supply, Inc., that they signed the foregoing document as First incorporator second incorporator of the corporation, and that the statements therein contained are true.

Delicia Wood
Notary Public for Idaho
Residing at Lewiston
Commission Expires: 1/20/85

(SEAL)