

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

ATLAS SHEET METAL COMPANY INCORPORATED

was filed in the office of the Secretary of State on the **Twenty-eighth** day of **February,** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** of Record of Domestic Corporations, of the State of Idaho, 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

Mountain Home

in the County of

Elmore

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 **28th** day of **February**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION OF THE
ATLAS SHEET METAL COMPANY INCORPORATED
GENERAL CONTRACTOR

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 act in Idaho, do hereby certify as follows:

I

The name of the corporation is "ATLAS SHEET METAL COMPANY INCORPORATED".

II

The purposes for which said corporation is formed are:

(a) To prepare, prefabricate, design, build, and to install, repair, modify, and to extend and enlarge furnaces, heating plants, steam plants, duct works, ventilating systems, air conditioning systems, radiant heat systems, circulating air systems and all other forms of heating and air conditioning installations and modifications.

(b) To build, furnish, equip and construct, buildings, residential buildings, streets, highways, railroads, street railways, canals, waterworks, bridges, dams, gas works, dredging works, air fields, electric light and power appliances, apparatus and plants, and other works of a similar character, and works of internal improvement, and steam and water dredges and pumps; and to manufacture, purchase, own, lease, sell or otherwise dispose of all necessary machinery, fixtures, rolling stock and all apparatus necessary to fully build, furnish, equip, construct and operate all the same and to purchase or lease, sale or otherwise acquire and to dispose of inventions, patented machinery, or articles patent therefor, or licenses or privileges thereunder, or any interest therein; and to carry on a general manufacturing

business; and generally to transact all business connected with said purposes or any of them.

(c) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties, and the performing of all other acts which may be incidental to the proper carrying on of said corporation.

(d) In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho, and by the principles of the common law, upon corporations organized under the provisions of law authorizing the formation of this corporation, and of the purposes and powers hereinbefore stated, the corporation shall also have the following purposes and powers, it being expressly provided that the enumeration of specific powers shall not be construed to limit or restrict in any manner the aforesaid general powers of the corporation.

(e) It is the intention that the objects, purposes, and powers specified in Paragraph II, subparagraph A, hereof, shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes, and powers specified in Paragraph II, subparagraph A, and in each of the clauses or paragraphs of this charter, shall be regarded as independent objects purposes, and powers.

(f) To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this State or throughout the United States, and elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore

described, or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

(g) And in order properly to prosecute the objects and purposes above set forth, the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both in this state and in all other states, territories and dependencies of the United States; to purchase the business, good will and all other property of any individual, firm or corporation as a going concern, and to assume all its debts, contracts and obligations, provided that said business is authorized by the powers contained herein; to construct, equip and maintain buildings, works, factories and plants; to install, by hand, steam, water, electric or other motive power; and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created.

(h) The corporation shall possess all the powers necessary to conduct the business or businesses and carry out the objects herein expressed, and all those expressly conferred upon corporations by and enumerated in the Idaho Statutes, together with all other powers bestowed upon such corporations under any of the laws of the State of Idaho as well as those necessarily implied, and together with the following additional powers.

(i) To act as agents, contractors, trustees, or otherwise, and either alone or in company with others, as fully and to the same extent as natural persons might or could do and in any part of the world.

(j) To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation and to secure the same by mortgage, pledge, deed of trust or by any other lawful means.

(k) To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association

or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferrable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

(l) To purchase, acquire and own its shares of stock, but shares of such capital stock so purchased or acquired may be resold unless such shall have been retired for the purpose of decreasing the company's capital stock as provided by law.

(m) The corporation from time to time may purchase any of its stock outstanding (so far as may be permitted by law) at such prices as may be fixed by its board of directors or executive committee and accepted by the holders of the stock purchased, and may resell any stock so purchased at such price as may be fixed by its said board of directors or executive committee and accepted by the holders of the stock purchased, and may resell any stock so purchased at such price as may be fixed by its said board of directors or executive committee; but in case the stock so purchased is subject to redemption, the price paid therefor shall not exceed the price at which it is redeemable.

(n) To purchase, hold, sell, exchange, or transfer or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its board of directors shall determine; provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of this corporation; and provided, further, that shares of its own capital stock belonging to this corporation shall not be voted upon directly or indirectly.

(o) The company may use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its board of directors shall determine; and neither such property nor the capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration of payment of dividends, unless otherwise determined by a majority of the board of directors, or by a majority of the stockholders.

(p) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

III

The corporation is to have perpetual existence.

IV

The location and post office address of the registered office of the corporation is Mountain Home, Idaho.

V

The total authorized number of par value shares is Five thousand (5,000) shares of a par value of Five dollars and no/cents (\$5.00) per share, the aggregate value of Twenty five thousand dollars (\$25,000.00) to be represented by stock certificates, and one vote per share.

VI

The shares in this corporation shall be classified as common shares, which will be represented by stock certificates numbered from 1 to 5,000, inclusive. The holder of these shares will have a voting right of one vote per share as registered in his name on the corporation books, and first right to participate in the future sale of treasury common shares on the basis of the shares held in their names of record in the corporation books.

VII

The names and post office address of the incorporators and the number of shares subscribed by each are as follows:

W. E. Williams	1	Mountain Home, Idaho
<u>Name</u>	<u>Shares</u>	<u>Address</u>

Donald L. Tompkins	1	Mountain Home, Idaho
<u>Name</u>	<u>Shares</u>	<u>Address</u>

Robert F. McLaughlin	1	Mountain Home, Idaho
<u>Name</u>	<u>Shares</u>	<u>Address</u>

VIII

The corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred hereon on stockholders, directors and officers are subject to this reserved power.

IX

These articles may be amended by resolution setting forth such amendment or amendments, adopted at any meeting of the stockholders by vote of the majority of all the stock of said corporation then outstanding.

X

Until the first annual meeting of the stockholders, and the election and qualification of the officers, W. E. Williams, Mountain Home, Idaho, shall serve as President of the corporation; Donald L. Tompkins will serve as Vice President, and Robert F. McLaughlin, Mountain Home, Idaho, as Secretary-Treasurer.

XI

To be eligible to any of the above named offices of this corporation, a person must be the owner of at least one share of the capital stock of this corporation, as shown by the books for the corporation, and any other person duly qualified may hold one or more offices in the corporation.

XII

Until the first annual meeting of stockholders and election and qualification of directors, W. E. Williams, Mountain Home, Idaho; Donald Tompkins, Mountain Home, Idaho; and Robert F. McLaughlin, Mountain Home, Idaho, shall be the members of the Board of Directors.

XIII

The board of directors shall consist of no more than six (6) members.

IN WITNESS WHEREOF, We have hereunto set out hands and seals this 26th day of February, 1963.

W.E. Williams
Donald L. Tompkins
Robert F. McLaughlin

STATE OF IDAHO,)
) ss.
COUNTY OF ELMORE)

On this 26th day of February, 1963, A.D. before me, the undersigned, a Notary Public in and for said State, personally appeared W. E. Williams, Donald Tompkins, and Robert F. McLaughlin, known 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.

Sarah J. Kirkland
Notary Public for Idaho
Residing at: Mountain Home, Idaho