

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HOUSLEY PUMPS, INC.

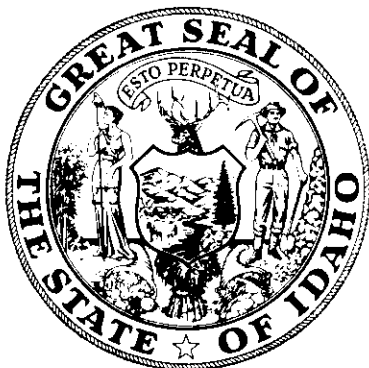
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

HOUSLEY PUMPS, 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: *November 2, 1981*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

HOUSLEY PUMPS, Inc.

ARTICLE I

The name of this corporation is HOUSLEY PUMPS, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes for which this corporation is organized are:

1. To sell, install, maintain and repair domestic, irrigation and industrial pumping systems and irrigation systems;
2. To sell, install, maintain and repair plumbing, heating and cooling systems;
3. To manufacture or acquire in any other manner, and sell, lease or deal with in any other manner, goods, wares, equipment and merchandise of any kind;
4. To provide and sell, or otherwise deal with in any other manner, services of any kind; and
5. To engage anywhere in any other lawful business or activity whatsoever which may be authorized at any time by the Board of Directors; and in furtherance thereof this corporation shall have all of the powers granted by law to corporations generally.

ARTICLE IV

The address of the registered office of the corporation is 40 West Main, St. Anthony, Idaho, 83445, and the name of the registered agent at such address is RICHARD HOUSLEY.

ARTICLE V

The total authorized number of par value shares of the corporation is fifty thousand (50,000) shares of the par value of One Dollar (\$1.00) per share, amounting in the aggregate to Fifty Thousand Dollars (\$50,000.00).

ARTICLE VI

The amount of paid-in capital with which the corporation will begin business is Five Hundred Dollars (\$500), and the corporation will not commence business until consideration of that value has been received for issuance of its shares.

ARTICLE VII

Shareholders of this corporation shall not have preemptive rights to acquire additional shares issued by the corporation.

ARTICLE VIII

The first directors of the corporation shall be five in number and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Louis G. Housley	244 East 1st North St. Anthony, ID 83445
Dena H. Housley	244 East 1st North St. Anthony, ID 83445
Larry Housley	347 North 5th West St. Anthony, ID 83445
Richard Housley	640 West 1st North St. Anthony, ID 83445
Thayne Goulding	40 2nd West Parker, ID 83438

The first directors shall serve until the first annual meeting of shareholders or until their successors are elected and qualified.

ARTICLE IX

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Louis G. Housley	244 East 1st North St. Anthony, ID 83445
Dena H. Housley	244 East 1st North St. Anthony, ID 83445

ARTICLE X

(1) The directors of this corporation need not be residents of the State of Idaho or shareholders of the corporation.

(2) The Board of Directors shall have authority to fix the compensation of the directors.

(3) The Board of Directors is authorized to make, alter, amend or repeal the Bylaws of this corporation, subject to the power of the shareholders having voting power to alter, amend or repeal such Bylaws.

ARTICLE XI

(1) No contracts or other transactions between the corporation and any other trust, organization or corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are trustees, directors of officers of, such other trust, organization or corporation.

(2) Any director individually, or any trust, organization or corporation with which any director may be associated, may be a party to or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation, provided that the fact that he or such trust, organization or corporation

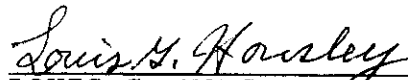
is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.


(3) Any director of the corporation who is also a trustee, director or officer of such other trust, organization or corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contracts or transactions with like force and effect as if he were not such trustee, director or officer of such other trust, organization or corporation, or not so interested.

ARTICLE XII

The corporation reserves the right to amend, alter, change or repeal any provision of these Articles, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power.

Executed in triplicate on October 21, 1981.


LOUIS G. HOUSLEY, Incorporator


DENA H. HOUSLEY, Incorporator