

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

W. H. REILER COMPANY

was filed in the office of the Secretary of State on the **Second** day of **February** A.D. One Thousand Nine Hundred **Fifty-five** and duly recorded on Film No. **89** 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 **Boise** in the County of **Ada**

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

2nd day of **February,**
A.D., 19 **55**

Secretary of State.

W. H. RELLER COMPANY
ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, W. H. Reller, B. C. Scudder, Jr., and V. P. Coffin, each being of full age and a citizen of the United States of America, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation is W. H. RELLER COMPANY.

ARTICLE II.

The purposes and objects for which this corporation is formed are, and it shall have power

Sec. 1. To buy, sell, manufacture, fabricate and deal in all kinds, forms and combinations of iron, steel, other minerals and metals, wood, plastics, other fabrics and materials, and in products thereof or in which any of said materials forms a substantial part including, but not limited to, heating, ventilating and air conditioning systems, equipment, supplies and parts thereof; to instal~~d~~ the same in any machine, building, plant or structure, repair and service its own installations as well as the installations of others, and to transact a general manufacturing, fabricating, machinery, jobbing and supply business.

Sec. 2. To c~~o~~nduct a general foundry and machine shop business, and engage in the manufacture of all kinds of castings, machinery and parts thereof.

Sec. 3. To manufacture, buy, sell and deal in any and all materials capable of use in the construction of buildings and the alteration, repair and maintenance thereof, and to carry on the business of dealers in new and second hand building materials.

Sec. 4. To carry on business as factors, agents and commission merchants, and as merchants to deal in goods, wares and commodities of every sort, kind and description at wholesale and retail.

Sec. 5. To acquire by original issue, purchase, license or otherwise, letter patent and similar rights granted by the United States of America or any other Government, royalties and other interests therein, and inventions and interests therein which may appear capable of use by the corporation, and to issue licenses to others under said letters patent.

Sec. 6. To acquire mines and mining rights, hold, own, lease, work and operate mines and mining properties, to treat, transport and dispose of the concentrates, products and derivatives thereof, and to build, construct, equip and operate such mills, plants and works as may be necessary or useful in connection therewith.

Sec. 7. To build, erect, construct, purchase or otherwise acquire, own, hold, possess, occupy, maintain and operate buildings, structures, factories, warehouses, agencies, offices, works, plants and machinery and all other things of whatsoever kind and nature suitable, necessary, useful and advisable in connection with any of the purposes, objects and powers herein enumerated.

Sec. 8. To purchase or otherwise acquire, own and hold unlimitedly such real and personal property of every kind and description within the State of Idaho or elsewhere as may be suitable, necessary, useful or advisable in connection with any of the other purposes, objects and powers of this corporation, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise encumber or dispose of any or all of such property.

Sec. 9. To lay off realty into blocks, lots, streets, alleys and parks and dedicate such portion thereof to the public as the corporation may determine.

Sec. 10. To apply for, purchase or otherwise acquire, and to exercise, carry out and otherwise enjoy any charter, license, power, authority, franchise, concession, right or privilege which any Government or public corporation having appropriate jurisdiction may be empowered to grant.

Sec. 11. To have offices, plants and places of business, conduct its business, promote its purposes and objects, and exercise its powers within the State of Idaho and elsewhere without restriction as to place or amount.

Sec. 12. To enter into, make, perform and enforce contracts.

Sec. 13. To incur debt, raise, borrow and secure the payment of money by any lawful means, including, but not limited to, the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured or unsecured.

Sec. 14. To use its earned surplus for the purchase of shares of its own capital stock at a price not exceeding net asset value, but only for the purpose of cancelling and retiring the same. Such proposed reduction of capital shall not be consummated without prior approval of a majority of the stockholders exclusive of the holder or holders of the shares to be purchased.

Sec. 15. To accept the pledge of shares of its own capital stock as security for the payment of a debt due the corporation.

Sec. 16. To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts or plans calculated to benefit current or former officers, directors and employees of this corporation or its predecessors in business, or the dependents and heirs of such persons, to grant pensions and allowances, make payments on insurance policies for the benefit of any of such persons or of the corporation, and to subscribe and guarantee money for charitable, benevolent, public and useful purposes.

Sec. 17. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein enumerated or otherwise granted to business corporations by the laws of the State of Idaho; and the enumeration herein of specific purposes, objects and powers shall not limit or restrict other powers granted to business corporations by the provisions of law authorizing the formation of this corporation. ✓

ARTICLE III.

The duration of this corporation shall be perpetual.

ARTICLE IV.

The location and post office address of the registered office of this corporation shall be Boise, Idaho.

ARTICLE V.

Sec. 1. The capital stock of this corporation shall consist of common stock only. It shall be divided into five hundred (500) shares without par value, and all shares of stock shall be issued fully paid and non-assessable.

Sec. 2. The common stock shall confer on the owners and holders thereof the right, (a) to vote at all meetings of the stockholders of the corporation, (b) to participate in all dividends of the corporation, and (c) to participate in the ownership, management, control and enjoyment of all assets, resources and property of the corporation. ✓

ARTICLE VI.

The names and post office addresses of the incorporators of this corporation, and the number of shares of common stock subscribed for by each are the following:-

<u>Name</u>	<u>Address</u>	<u>Shares</u>
W. H. Reller	Boise, Idaho	400
B. C. Scudder, Jr.	Boise, Idaho	1
V. P. Coffin	Boise, Idaho	1

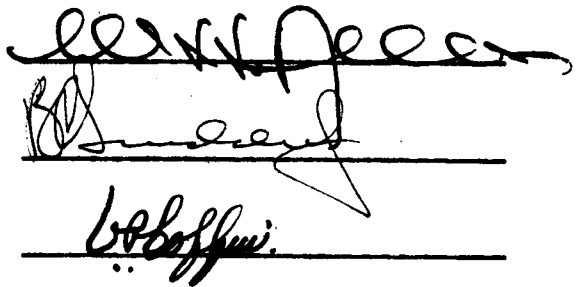
ARTICLE VII.

These Articles of Incorporation may be amended in any respect authorized by law by vote of the holders of a majority of the capital stock of the corporation at any annual meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

ARTICLE VIII.

The invalidity of any portion of these Articles of Incorporation shall not affect the validity of any other portion thereof which can be given effect without such invalid part.

IN WITNESS WHEREOF, We have hereunto in triplicate originals set our hands and seals at Boise, Ada County, State of Idaho, this 2nd day of February, 1955.



ACKNOWLEDGEMENT.

State of Idaho: : ss.
County of Ada :

Be it remembered that on the 2nd day of February, 1955, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared W. H. Reller, B. C. Scudder, Jr., and V. P. Coffin, personally known to me to be the persons whose names are subscribed to the within Articles of Incorporation of W. H. RELLER COMPANY, and who, being first duly sworn, each for himself and not one for the other, acknowledged to me that he executed the said Articles of Incorporation in triplicate originals for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in triplicate at Boise, Ada County, State of Idaho, the day and year in this certificate first above written.



Notary Public for Idaho.
Residing at Boise, Idaho.
My commission expires 7/9/58.