

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, J. D. (CY) PRICE, 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

GEM STATE PLUMBING & HEATING SUPPLY CO., INC.

was filed in the office of the Secretary of State on the **eleventh** day
of **April** A.D. One Thousand Nine Hundred **Forty-nine** and
duly recorded on Film No. **20** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 29-103, Idaho Code,
Annotated.

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
Blackfoot, Idaho in the County of **Bingham**

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 **eleventh** day
of **April**, in the year of our Lord
one thousand nine hundred **forty-nine**,
and of the Independence of the United States of
America the One Hundred **Seventy-third**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
GEM STATE PLUMBING & HEATING SUPPLY CO., 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, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the corporation is Gem State Plumbing & Heating Supply Co., Inc.

ARTICLE II

The purposes and objects for which the corporation is formed are:

- A. To buy, sell at wholesale and/or retail, lease, deal in and deal with, store and repair plumbing and heating appliances and equipment of every kind, name and description and all parts and accessories, and all parts and supplies used in connection therewith, as well as to carry on a general merchandising business.
- B. To manufacture and generally deal in stoves, furnishings, radiators, ranges, gas and electrical appliances and devises of all kinds for heating by hot air, steam or other agency.
- C. To manufacture, buy, sell, install, repair, and deal in generally, in all kinds of apparatus for heating and cooking, and also all kinds of electrical fixtures, appliances, furnishings and devises for lighting and other purposes.
- D. To transact, conduct and do a plumbing business in the construction, erection and repair of steam, gas, light, water and liquid pipes, fittings and apparatus; to equip and provide buildings, mining, railroad, manufacturing and municipal plants with pipes,

fittings, apparatus and repairs for heat, light, gas or water supply; to buy and sell articles and apparatus sold and kept for sale by plumbers and to generally transact and do all manner of business in the plumbing line.

E. To carry on the trade or line of manufacturing, producing, adapting, preparing, importing and exporting, buying and selling and otherwise dealing in any and all kinds of plumbing and sanitary fixtures and supplies; and to manufacture, buy, adapt, prepare, use, import and export, sell or otherwise deal in any materials, articles, or things required for, in connection with, or incidental to the manufacture, use, purchase and sale of, or other dealing in any and all of the aforesaid wares and articles.

F. To appoint subagents and salesmen and to enter into all necessary contracts with subagents, salesmen and dealers.

G. To manufacture iron, steel, manganese, coke, copper, lumber and other materials, and all or any articles consisting or partly consisting of iron, steel, copper, wood or other materials, and all or any products thereof, as well as to repair any and all products made of iron, steel, manganese, coke, copper, lumber, rubber and other materials.

H. To construct pipes, tanks, stoves and all other types of plumbing and heating equipment and supplies and to sell the same or otherwise to dispose thereof, or maintain and operate the same.

I. To operate stores and chains of stores; to establish cooperative stores; to conduct a chain mail-order business and to carry on all or any of their businesses herein above set forth.

J. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and de-

bentures and other evidences of indebtedness of other corporations, domestic or foreign.

K. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

L. To acquire by purchase, or otherwise, and hold, sell, convey, incumber or transfer all kinds of real and personal property of every kind and description required in connection with the conduct of the business of the company.

M. To borrow money and otherwise incur indebtednesses without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

N. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situated out of this state.

O. To acquire the good will, rights, and property and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or organization; to pay for the said good will, rights, property and assets in cash, the stock of this company, bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary and expedient in and about the conduct and management of such business.

P. To apply for, purchase, register, or in any manner to acquire, and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements, and processes, labels, designs, brands, or other rights, and to work, operate, or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

Q. To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, pledge and re-issue shares of its own capital stock, but such stock, so acquired and held, shall not be entitled to vote nor to receive dividends.

R. To have, exercise and enjoy all the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter I of Title 29 of the Idaho Code Annotated, and any present and/or future amendments thereto and to do any act or thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purposes.

S. All the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or do any act which corporations formed under the laws of Idaho now or hereafter existing may not, at the time, lawfully carry on or do. It is the intention that the purposes, objects, and powers specified in each of the paragraphs of these Articles of Incorporation shall, except

as otherwise provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Article contained or of any other provisions of these Articles of Incorporation.

T. In general, to do all acts permitted by the Business Corporation Act of Idaho, and all such other acts as are necessary and expedient to accomplish the stated purposes of the corporation.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The place where the principal business of this corporation shall be transacted and the Post Office address of its registered office shall be the City of Blackfoot, County of Bingham, State of Idaho.

ARTICLE V

The amount of the capital stock of this corporation shall be Fifty Thousand Dollars, divided into five hundred shares of the par value of One Hundred Dollars per share.

ARTICLE VI

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

NAMES	POST OFFICE ADDRESSES	NO. OF SHARES	CLASS OF STOCK	AMOUNT
Lambert Leaverton	Idaho Falls, Idaho	1	Common	\$100.00
Gwendolyn Leaverton	" " "	1	Common	100.00
Robert M. Leaverton	" " "	1	Common	100.00

ARTICLE VII

The first Board of Directors shall consist of three directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the Bylaws; provided, however, that the number of directors constituting a board shall not be less than three nor more than seven.

ARTICLE VIII

The power to repeal and amend the Bylaws and adopt new

Bylaws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of such directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the Bylaws.

ARTICLE IX

All, or any, meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

ARTICLE X

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation and no act of the corporation shall in any way be effected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Director individually, or any firm, of which such Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any Director of the corporation who is also a Director or Officer of such other 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 such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 7th day of April, A. D. 1949.

Lambert Leaverton (Seal)

Dwendolyn Leaverton (Seal)

Robert M. Leaverton (Seal)

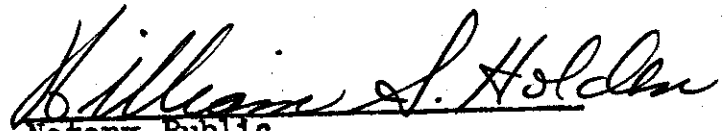
STATE OF IDAHO

County of Bonneville

ss.

On this 7th day of April, in the year 1949, before me,
the undersigned, a Notary Public, in and for said County and State,
personally appeared Lambert Leaverton, Gwendolyn Leaverton and Robert
M. Leaverton, 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 notarial seal, the day and year in this certificate above written.


Notary Public
For the State of Idaho
Residing at Idaho Falls, Idaho

-(Seal)

My Commission Expires: June 6, 1949.