

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

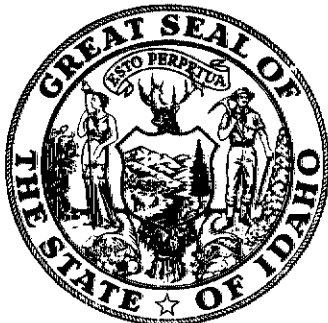
EMPIRE ELECTRIC, INC.

File number C 109557

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 the above named corporation, 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: February 24, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ma Subel*

ARTICLES OF INCORPORATION

OF

Empire Electric, Inc.

The undersigned hereby executes the following Articles of Incorporation for the purpose of forming a corporation under the Idaho Business Corporation Act.

ARTICLE I

Name

The name of this corporation is Empire Electric, Inc.

ARTICLE II

Authorized Capital

This corporation is authorized to issue 10,000 shares of a single class of stock at the per value of \$ 1.00 per share.

ARTICLE III

Registered Office and Agent

- A. The street address of this corporation's initial registered office is 6680 N. Government Way Unit 3 Ste 26.
- B. Jan M. Nelson is the corporation's initial registered agent at its registered office.

ARTICLE IV

Directors

The following are initial directors of the corporation and will serve as the initial board of directors

Gary Nelson

6680 N. Government Way, Unit 3, Suite 26
Coeur d'Alene, Idaho 83814

Jan Nelson

6680 N. Government Way, Unit e, Suite 26
Coeur d'Alene, Idaho 83814

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CORP

IDaho SECRETARY OF STATE
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SECRETARY OF STATE
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**ARTICLE V
Incorporator**

The name and address of the incorporator is as follows:

JAN Nelson

6680 N. GOLF WAY, Unit 3, Ste 26
COEUR D'ALENE, ID 83814

**ARTICLE VI
Indemnification**

The corporation shall indemnify its officers against all liability, damage or expense resulting from the fact that such person is or was an officer to the maximum extent and under all circumstances permitted by law.

DATED: FEB. 22, 1995

JAN M NELSON

STATE OF IDAHO)

County of KOOTENAI)

ss.

On this 22ND FEB. 1995, before me, the undersigned, a Notary Public in and for the State of Idaho duly commissioned and sworn, personally appeared JAN M. NELSON, to me known to be the individual described in and who executed the foregoing instrument and acknowledged to me that he signed and sealed the said instrument as his free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal hereto affixed the day and year in this certificate above written.

Joe Anderson

Notary Public in and for the State of
Idaho, residing at Coeur d'Alene
Title: Notary

My Commission Expires: 3/3/99

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, LAW NELSON, hereby consent to serve as registered agent, in the State of Idaho, for the following corporation: NELCON, INC.

I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriated officer of the corporation; and to immediately notify the Office of the Secretary of State of my resignation.