

**ARTICLES OF INCORPORATION**

*of*

**FILED EFFECTIVE**

**REYNOLDS PLUMBING & MECHANICAL, INC.**

SEP 30 PM 4:52

\* \* \*

The undersigned incorporator, for the purpose of forming a corporation under the Idaho Business Corporation Act of the State of Idaho hereby certifies:

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLE I.**

**NAME**

The name of this corporation is "Reynolds Plumbing and Mechanical, Inc."

**ARTICLE II**

**DURATION:**

The period of duration shall be perpetual.

**ARTICLE III.**

**PURPOSE:**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Idaho Business Corporation Act.

**ARTICLE IV**

**CAPITALIZATION:**

This corporation shall have authority to issue an aggregate of one hundred thousand (100,000) shares of stock. This Corporation shall have on (1) class of stock. The class, aggregate number and par value per share of the shares, which the Corporation is authorized to issue, are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	100,000	No Par Value

Each share of common stock will have one vote with equal rights to distributions, and equal rights to the net assets of the corporation upon liquidation.

IDAHO SECRETARY OF STATE  
10/01/2004 05:00  
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## **ARTICLE V**

### **PREEMPTIVE RIGHTS**

This Corporation elects to have preemptive rights.

## **ARTICLE VI**

### **CUMULATIVE VOTING**

In all elections for Directors, Shareholders shall not be permitted to cumulate their votes. Shareholders shall be limited to one vote for each share of stock registered in the shareholder's name on the books of the Corporation.

## **ARTICLE VII**

### **INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

Name: Dina Reynolds  
Address: 2735 Jackson Avenue  
Emmett, ID 83617

## **ARTICLE VIII**

### **DIRECTORS**

Its Board of Directors, each of who shall be at least eighteen (18) years of age, shall manage the business of the Corporation. The number of Directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of Directors shall be two (2). All Directors must be stockholders of the Corporation.

The initial Board of Directors of the Corporation shall consist of one (1) Director. The name and address of the person who is to serve as Director until the first annual meeting of Shareholders, or until his successors are elected and qualified, is as follows:

NAME: Dale Reynolds  
ADDRESS: 2375 Jackson Avenue  
Emmett, ID 83617

## **ARTICLE IX**

### **INCORPORATORS**

The name and address of the incorporator are as follows:

NAME: Dale Reynolds  
ADDRESS: 2375 Jackson Avenue  
Emmett, ID 83617

## ARTICLE X

### ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The Directors of this Corporation are not liable to the Corporation or to its Shareholders for monetary damages for any action taken, or failure to take any action, as a Director, except liability for the following:

- (1) The amount of a financial benefit received by a Director to which he is not entitled;
- (2) An intentional infliction of harm on the Corporation or the Shareholders;
- (3) A violation of Idaho Code § 30-1-833; or
- (4) An intentional violation of criminal law.

## ARTICLE XII

### LIMITED LIABILITY FOR SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.

I, THE UNDERSIGNED, residing at (ADDRESS) for the purpose of forming a corporation under the Idaho Business Corporation Act make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 24 day of September, 2004.

Incorporator

Dale E. Reynolds

Date

9/24/04