

CERTIFICATE OF AUTHORITY
OF
UTILITY MATERIAL SERVICES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of UTILITY MATERIAL SERVICES, INC.

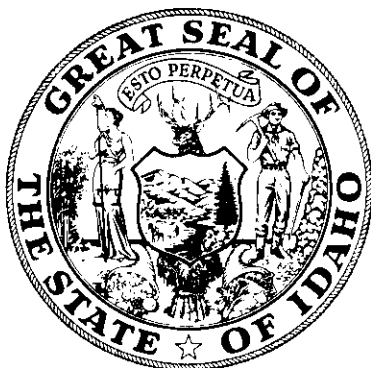
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to UTILITY MATERIAL SERVICES, INC.

to transact business in this State under the name UTILITY MATERIAL SERVICES, INC.

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **June 1, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

Denise Heier

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is UTILITY MATERIAL SERVICES, INC.

2. The name which it shall use in Idaho is UTILITY MATERIAL SERVICES, INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Washington State

4. The date of its incorporation is February 1, 1984 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is East 304 Second Avenue, Spokane, Washington 99202

6. The address to which correspondence should be addressed, if different from that in item 5.

P. O. Box 4473, Spokane, Washington 99202

7. The street address of its proposed registered office in Idaho is 5879 North 17th, Coeur d'Alene, Idaho 83814 (For correspondence: P. O. Box 822), and the name of its proposed registered agent in Idaho at that address is George C. Hogeweide

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Wholesale and retail sales of electrical equipment and materials used in connection with the transmission and distribution of electrical energy.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Herbert L. Jacobson	President	E. 13401 Kronquist Spokane, WA 99207
John D. Killingsworth	Vice-Pres.	Rt. 2, Box 86 Pomeroy, WA 99347
Walter W. Swannack	Sec-Treas. Exec.	Rt. 1, Box 74B Endicott, WA 99125
Vincent P. Slatt	Vice-Pres.	E. 515 Ermina Spokane, WA 99207

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
500	Common	\$100.00

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
500	Common	\$100.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: x May 29, 1984

By x Herbert L. Jacobson President
Its President/Vice President (please specify)
and x Walter M. Swannack Secretary-Treasurer
Its Secretary/Assistant Secretary (please specify)

STATE OF WASHINGTON)
)ss
COUNTY OF SPOKANE)

I, Stephen K. Flinn, a notary public, do hereby certify that on
this 29th day of May, 19 84, personally appeared before me
Herbert L. Jacobson, who being by me first duly sworn, declared that he is the
President of UTILITY MATERIAL SERVICES, INC.

that he signed the foregoing document as President of the corporation and
that the statements therein contained are true.

x [Signature]
Notary Public



JUN 1 8 5 17 84

RECEIVED

STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

UTILITY MATERIALS SERVICES, INC.

a Washington profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

Corporation Number: 2-340664-8

Date: February 1, 1984

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

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191-195

FILED

FEB 1 1984

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION

of

UTILITY MATERIALS SERVICES, INC.

THIS IS TO CERTIFY that HERBERT L. JACOBSON, being over the age of twenty-one years, for the purpose of forming a corporation under the laws of the State of Washington, does hereby certify and adopt in duplicate the following ARTICLES OF INCORPORATION.

ARTICLE I.

The name of this corporation shall be UTILITY MATERIALS SERVICES, INC., and its existence shall be perpetual.

ARTICLE II.

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

(1) To operate a business of handling all manner of electrical equipment and materials used in connection with the transmission and distribution of electrical energy, and, in fact, any and all types of equipment, products and materials;

(2) To buy, own, sell, lease and in any manner handle any and all such equipment;

(3) To buy, own, sell or lease any and all types of real or personal property which may be necessary or convenient in the operation of its business;

(4) To borrow money and to issue as evidence therefor its notes, mortgages, bonds or other instruments that may be necessary

1 or convenient in connection therewith; in fact, to do any and all
2 things pertinent, necessary or convenient in connection with said
3 business;

4 (5) To perform any of its activities in the State of
5 Washington or any other state of the United States or Province of
6 Canada.

7 ARTICLE III.

8 The total number of shares of stock authorized and which may
9 be issued by this corporation is 500 shares which shall consist of
10 one class only, namely, common stock of the par value of \$100.00 per
11 share, constituting a total authorized capital stock of \$50,000.00.
12 The relative rights of each share shall be equal and the holders
13 thereof shall be entitled to one vote for each share of stock held by
14 them.

15 ARTICLE IV.

16 The management and control of this corporation shall be vested
17 in a board of directors composed of not less than 3 nor more than 7
18 members. The names and addresses of the members of the first board
19 of directors are as follows:

20	Herbert L. Jacobson	East 13401 Kronquist Spokane, WA 99207
21	John D. Killingsworth	Route 2, Box 86 Pomeroy, WA 99347
22		
23	Walter W. Swannack	Route 1, Box 74B Endicott, WA 99125
24		

25 Said directors shall hold office for a period of one year and
26 thereafter until their successors have been duly elected and qualified.

1 ARTICLE V.

2 The location and post office address of the registered office
3 of the corporation in this state shall be East 304 Second Avenue,
4 Spokane, WA 99202.

5 ARTICLE VI.

6 The name and address of the registered agent is as follows:

7 Vincent P. Slatt East 304 Second Avenue
8 Spokane, WA 99202

9 IN WITNESS WHEREOF I have hereunto set my hand this 30
10 day of January, 1984.

11 Herbert L. Jacobson

12 Herbert L. Jacobson
13 East 13401 Kronquist
14 Spokane, Wa. 99207



Secretary of State
OLYMPIA, WASHINGTON 98504

CONSENT TO SERVE AS REGISTERED AGENT

I, VINCENT P. SLATT, hereby consent to serve as
Registered Agent, in the state of Washington, for the following corporation,
UTILITY MATERIALS SERVICES, INC.

I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

January 30, 1984
(date)


(signature of agent)

East 304 Second Avenue
(registered office address)

Spokane, WA 99202