

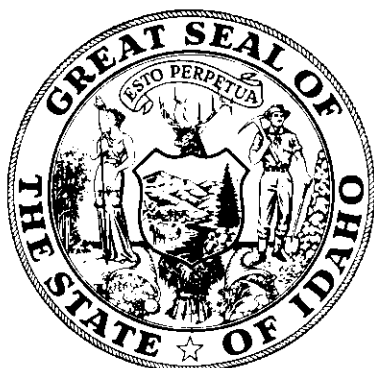
CERTIFICATE OF AUTHORITY
OF

OLATHE ELECTRIC AND SUPPLY COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of OLATHE ELECTRIC AND SUPPLY COMPANY 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 OLATHE ELECTRIC AND SUPPLY COMPANY to transact business in this State under the name OLATHE ELECTRIC AND SUPPLY COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated August 12, 19 81



SECRETARY OF STATE

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 Olathe Electric and Supply Company
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of the State of Colorado
4. The date of its incorporation is October 31, 1977 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 3240 South Platte River Drive, Englewood, Colorado 80110
6. The street address of its proposed registered office in Idaho is 3656 Collister
Boise, Idaho 83703, and the name of its proposed registered agent in Idaho at that address is Rick George
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Sale of energy conservation and security products
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Fred Williams</u>	<u>President</u>	<u>3210 S. Dale Ct., Englewood, CO 80110</u>
<u>George A. Wollbrinck</u>	<u>Vice-President</u>	<u>P.O. Box 38, Olathe, CO 81425</u>
<u>Margie R. McLean</u>	<u>Sec./Treas.</u>	<u>11050 W. 65th Way, Arvada, CO 80004</u>

9. 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
<u>50,000</u>	<u>Common</u>	<u>Shares are without par value</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. 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
<u>33,870</u>	<u>Common</u>	<u>Shares are without par value</u>

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

12. 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 August 6, , 19 81 .

Olathe Electric and Supply Company

By Fred Williams

Its _____ President

and Margie R. McLean

Its _____ Secretary

STATE OF COLORADO)
)ss:
COUNTY OF ARAPAHOE)

I, Harold R. Vague , a notary public, do hereby certify that on
this 6th day of August , 19 81 , personally appeared before
me Fred Williams , who being by me first duly sworn, declared that he
is the President of Olathe Electric and Supply Company

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

Harold R. Vague
Notary Public

My commission expires 1/10/84.

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

ARTICLES OF INCORPORATION

OF

OLATHE ELECTRIC AND SUPPLY COMPANY

The undersigned natural persons of the State of Colorado, of lawful age and of sound mind, acting as incorporators, do hereby certify that they have organized under the Colorado Corporation Act, 1908, a corporation, the name of which is OLATHE ELECTRIC AND SUPPLY COMPANY, and that they have adopted the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is OLATHE ELECTRIC AND SUPPLY COMPANY.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

Section 1. The purposes for which the Corporation is organized are as follows:

a. To engage in the electrical contracting business generally, both as principal or general contractor or as a sub-contractor; to engage in the manufacture and sale of electrical equipment, apparatus, supplies, material, machinery, and appliances, at retail or wholesale; to do all things incidental, proper or necessary in the operation of the electrical and electrical contracting business.

b. To act as a general contractor or sub-contractor for the construction, repairing, enlarging, and remodeling of residential, commercial, and industrial buildings, recreational areas, and public works of all kinds, and for the improvement of real estate, and the

doing of any and all other business and contracting
incidental thereto, or connected therewith, and the
doing and performing of any and all acts or things
necessary, proper, or convenient for or incidental to
the furtherance or the carrying out of the powers or
purposes herein mentioned.

c. To engage in the general speculative home
and apartment building business; to purchase, acquire,
hold, and sell improved or unimproved real property, or
any interest therein; to purchase lands and subdivide same
into subdivisions; or later to execute notes, deeds, mort-
gages, deeds of trust, and other security documents; to
enter into leases as landlord or tenant; and to perform
or do any act customarily done or performed by a contractor
and builder, speculative builder, subdivider, or real
property developer; to invest in and hold for investment
any and all real property, government, private, or
corporate stocks and bonds; and to exchange and enter
into agreements for exchange of real property.

d. To engage in and deal in, buy and sell, at
retail or wholesale, lumber, building and construction
materials and machinery of all kinds, tools, paints and
painting supplies, plumbing and heating equipment and
supplies, floor covering materials and supplies, home
furnishings and appliances, electrical equipment and app-
liances, antique furniture, antique vehicles, and antique
items and objects of every kind and nature.

e. To acquire, hold, lease, rent, mortgage, sell,
on all or any of its property, and otherwise without
restriction or limit as to time, or otherwise, or
otherwise acquire, hold, lease, rent, mortgage, sell,
convey, or otherwise dispose of any machinery, equipment

and real and personal property of every class and description; and to acquire, construct, or convert any office facilities or commercial or industrial facilities for its own use or lease.

f. To borrow or raise money for any of the purposes of the corporation, and to draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

g. To enter into contracts of every type and nature, as principal or agent, necessary or desirable to carry out the objects and purposes of the corporation.

h. To act in the State of Colorado and in any state, territory, district or possession of the United States, or in any foreign country, as the agent or representative of any individual, partnership, corporation or other legal entity, in connection with its business.

i. To acquire, hold, lease, license, use, or otherwise dispose of any real or personal property, or to do any act, in connection with the business of the corporation, which may be necessary or desirable for the purposes of the corporation, or which may be incidental to the business of the corporation, or which may be necessary or desirable for the conduct of the business of the corporation, or which may be necessary or desirable for the corporation to carry out its purposes within the legal nature of the corporation.

338

incorporated; and in general to exercise all the powers and privileges contained in the general corporation laws of the State of Colorado.

Section 2. POWERS. Subject to any specific limitations imposed by these Articles of Incorporation, the powers the corporation shall have are as follows:

a. All those powers specified in the Colorado Corporation Act.

b. The power to carry out the purposes herein above set forth in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the laws of such state, territory, district, or possession of the United States, or by such foreign country, or to limit the purpose or purposes which the corporation proposes to carry out in such state, territory, district, or possession of the United States, or foreign country, to such purposes as are not forbidden by the law thereof in any certificate of application to do business in such state, territory, district, or possession of the United States, or foreign country.

c. The power to indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who has served at its request as a director, officer, or employee of another corporation in which this corporation owns or controls capital stock, or of which it is a subsidiary, or in which it is actually and necessarily engaged, or in which it is involved in the defense or settlement of any suit, action, or proceeding in which he is sued as a party, or in which he has, or having been a director, officer, or employee, except in relation to matters as to which he has been adjudged

ARTICLE IV

ARTICLE V

Consideration for the issuance of shares of stock may be paid in whole or in part in money and other property, tangible or intangible, or in labor or in services actually performed for the corporation, except that existing indebtedness nor future services shall constitute payment or part payment for shares of the corporation. No liability of fraud in the issuance of shares the

of the Board of Directors as to the value of the shares received for the shares shall be conclusive.

ARTICLE VI

Cumulative voting shall not be allowed in the election of directors of this corporation.

ARTICLE VII

Any holder of stock of the corporation, or his legal representative, any administrator, executor, or personal representative of the estate of any deceased stockholder, any pledgee of any share or shares of stock of the corporation, or any purchaser of any share or shares of stock of the corporation sold on execution or at any judicial sale, who desires to sell, transfer, or foreclose such shares, shall deliver to the president or treasurer of the corporation written notice of such desire to transfer, sell, or foreclose, designating the number of shares to be transferred, sold or foreclosed, as the case may be, the number of the certificate or certificates therefor, and the name and address of a person who is then a holder of stock of the corporation, who shall act as an appraiser.

Board of Directors of the corporation shall, within ten (10) days after delivery of such notice, select another holder of stock of the corporation as an appraiser and give written notice of his name and address to the person desiring to transfer, sell, or foreclose, and to the appraiser appointed by the two appraisers so selected, shall, within ten (10) days after the giving of the last named notice, select a third appraiser who shall be experienced in the business of loaning money or in banking, and who shall reside or

located in business within a twenty mile radius of the location of the general administrative office of the corporation, and said two appraisers shall at once submit in writing to the parties in writing of the name and address of the third appraiser so selected.

If the two appraisers so selected shall not submit ten (10) days after their selection selection of a third appraiser, either party may apply on ten (10) days notice to the other, to any judge of any court of general jurisdiction in the above mentioned area for the appointment of such third appraiser.

The three appraisers so selected shall, within ten (10) days after the selection of the third appraiser, appraise such share or shares proposed to be sold, transferred, or foreclosed and the majority of them shall determine their value as of the time of such appraisal, and shall forthwith give written notice of their determination to both parties. In determining such value, good will shall not be considered.

The appraisal shall take place at the general administrative office of the corporation and the appraisers shall notify both parties in writing of the time when the appraisal will be made; each party shall pay the expenses and fees of the appraiser selected by him or it, and one half of the expenses and fees of the third appraiser.

The Board of Directors of the corporation shall thereupon have the option, for ten (10) days after receipt by the corporation of written notice of the determination of the appraisers, of purchasing the share or shares for the corporation at the appraised value. If the corporation elects to exercise said option, payment shall be made to the person desiring to transfer, sell or foreclose such

shares and transfer of the certificate or certificates representing same to the corporation.

If all or any part of the stockholder's shares are sold, transferred, or otherwise disposed of by the stockholder, or if the stock is not purchased by the corporation in accordance with the provisions of this Article VII, then the stock not so purchased shall be offered for sale and shall be subject to an option on the part of each of the stockholders to purchase a proportionate share on the basis of the aggregate value determined as provided for in this Article VII, which option shall be exercised, if at all, at the time of a special meeting of the stockholders called within ten (10) days after the expiration of the time allotted to the corporation to exercise its option under the terms of this Article VII. Such special meeting of the stockholders shall be called pursuant to the provisions of the by-laws of this corporation.

If neither corporation nor the stockholders of the corporation exercise the option granted to them within the times provided for hereunder, then they shall be deemed to have waived their privilege of purchasing and the person or persons desiring to sell, transfer, or foreclose any such share or shares of stock of the corporation shall be at liberty to foreclose, or sell, or transfer such stock to anyone else.

Any attempted sale by any stockholder of the corporation, or his legal representative, any administrator, executor, or personal representative of the estate of any deceased stockholder, any pledgee of any share or shares of stock of the corporation, or any purchaser of any share or shares of stock of the corporation sold on

execution or at any judicial sale, in violation of the provisions of this Article VII, shall be null and void.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the By-laws except that the number shall not be less than three. The number may be increased or decreased from time to time by amendment to the By-laws of the corporation, subject to the above limitation, but no decrease shall have the effect of shortening the term of any incumbent director. The initial By-laws of the corporation shall be adopted by the stockholders of the corporation. The power to alter, amend, or repeal the By-laws or adopt new By-laws shall be in the stockholders of the corporation.

ARTICLE IX

No contract, agreement, dealing, business transaction or other act of a director, officer, or shareholder of this corporation shall be voidable at the instance of the corporation or its shareholders merely because of the fiduciary relationship of such officer or director, and it shall be necessary in order to avoid and set aside any such transaction that the corporation or its shareholders shall establish and prove fraud or misrepresentation or that such transaction was unfair and detrimental to the corporation. No director or officer of this corporation shall, in the absence of actual fraud, be disqualified from office by dealing or contracting with this corporation either as a vendor, purchaser, or otherwise. Nor shall any firm, association, or corporation with which such director or officer is connected as aforesaid be deemed to account to this corporation or its stockholders

343

for any profit realized by such director or officer from or through any transaction or contract, it being the express purpose and intent of this Article to protect the corporation, to buy from, sell to, or otherwise deal with partnerships, firms, or corporations of which the directors and officers of this corporation, or any one or more of them, may be members, directors, or officers, or in which they or any of them, may have pecuniary interests; and the contracts of this corporation, in the absence of actual fraud, shall not be voided or voidable as affected in any manner by reason of such membership or ownership.

ARTICLE X

Any action may be taken by the Board of Directors or shareholders of the corporation without a meeting of directors or shareholders if a consent in writing setting forth the action so taken shall be signed by all the directors or shareholders, who, as the case may be, are entitled to vote with respect to the subject matter thereof.

ARTICLE XI

The name and address of each incorporator of the corporation is:

Leona B. Davis	3205 Champa Street	Denver, Colorado 81205
Fred Williams	P.O. Box 47	Olathe, Colorado 81422
George A. Wollbrinck	P.O. Box 48	Olathe, Colorado 81422

ARTICLE XII

The number of directors constituting the initial Board of Directors is three, and the names and addresses of the persons who are to serve as directors until the first

annual meeting of the shareholder, or until their successors are elected and qualified are:

Leona B. Davis	3205 Champs Street	Denver, Colorado
Fred Williams	P.O. Box 472	Olathe, Colorado
George A. Weibrinck	P.O. Box 38	Olathe, Colorado

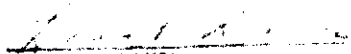
ARTICLE XIII

The address of the initial registered office of the corporation is P.O. Box 38, 306 Main Street, Olathe Professional Building, Olathe, Colorado 61425, and the name of its initial registered agent at such address is George A. Weibrinck.

ARTICLE XIV

The address of the place of business of the corporation is P.O. Box 38, 306 Main Street, Olathe Professional Building, Olathe, Colorado 61425.

Executed this _____ day of October, 1977, by the undersigned incorporators.


LEONA B. DAVIS


FRED WILLIAMS


GEORGE A. WEIBRINCK

STATE OF COLORADO

COUNTY

I, _____, a Notary Public in and for the County and State aforesaid, do hereby certify that Leona B. Davis who is personally

NOTARY PUBLIC

SS

1. I, John P. [Signature], a Notary Public for the County and State of Illinois, do hereby certify that John Williams and George A. Williams were personally known to me to be persons whose names are subscribed to the foregoing and appearing before me on that day and who have sworn to the truth of the facts stated and acknowledged that they signed and acknowledged the foregoing as their free and

own act and deed. In witness whereof I seal this 7th day of February, 1940.
My commission expires January 1, 1940.

and a copy of this certificate is being furnished to you by the undersigned in this office in the form of a certificate of record.

RECORDED
FILED
JAN 10 1940
NOTARY PUBLIC
[Signature]

