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SECRETARY OF STATE  
STATE OF IDAHO

***Articles of Incorporation  
of  
Madsen Mechanical, Inc.***

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as Incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I: NAME**

The name of this Corporation is: MADSEN MECHANICAL, INC.

**ARTICLE II: DURATION**

The period of duration of this Corporation is perpetual.

**ARTICLE III: PURPOSES**

The principle purposes of the Company shall be:

- a) To engage in the business of retail, wholesale, and installation and repair of heating and air conditioning systems;
- b) To conduct any and all activities relative to said business and all related activities;
- c) To enter into any and all lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative association with any cooperation association with any corporation, partnership, limited liability company, individual, or other legal entity for the carrying

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on of any business, or to enter into any general or limited partnership for the carrying on of any business;

d) To engage in such other business operation and investments as are deemed prudent by the Shareholders of the Corporation;

e) To engage in such other business anywhere in the world; and

f) To otherwise serve the convenience of the Shareholders of the Corporation in carrying out and engaging in the above-described purposes of the Corporation.

In pursuit of these purposes, the Corporation will have all the powers granted to it by law.

#### **ARTICLE IV: SHARES OF STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 shares of no par value stock. There shall be one class of common stock which shall have the same rights and preferences. Fully-paid shares of this Corporation shall not be liable to any further call or assessment.

#### **ARTICLE V: AMENDMENT**

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

#### **ARTICLE VI: SHAREHOLDER RIGHTS**

The authorized and treasury shares of this Corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine.

#### **ARTICLE VII: CAPITALIZATION**

The Corporation will not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares.

#### ARTICLE VIII: INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its initial registered agent at such address is:

Benjamin T. Madsen, President  
520 North 800 East  
Preston, ID 83263

#### ARTICLE IX: DIRECTORS

The number of Directors consisting the initial Board of Directors of this Corporation is two  
(2). The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>NAME</u>	<u>ADDRESS</u>
Benjamin T. Madsen	520 North 800 East Preston, ID 83263
Alexa Lynn Madsen	520 North 800 East Preston, ID 83263

#### ARTICLE X: LIMITATION OF DIRECTOR LIABILITY

The personal liability of a director, to the corporation or its stockholders, for monetary damages for any action taken or failure to take action as a director, is eliminated or limited to the full extent provided for by Idaho Code Section 30-1-202(2)(d).

Further, this corporation shall be obligated to indemnify a director or directors from personal liability to any person, for any action taken or failure to take action, as a director to the full extent provided for by Idaho Code Section 30-1-202(2)(e).

ARTICLE XI: INCORPORATORS

The number of Incorporators is two (2) and the names and addresses of the Incorporators are:

NAME

ADDRESS

Benjamin T. Madsen

520 North 800 East  
Preston, ID 83263

Alexa Lynn Madsen

520 North 800 East  
Preston, ID 83263

DATED this 19<sup>th</sup> day of February, 2010.

INCORPORATORS

Benjamin T. Madsen  
BENJAMIN T. MADSEN

Alexa Lynn Madsen  
ALEXA LYNN MADSEN

STATE OF IDAHO            )  
                                      ) ss.  
COUNTY OF FRANKLIN    )

On this 19<sup>th</sup> day of February, 2010, before me, a Notary Public in and for said State, personally appeared BENJAMIN T. MADSEN and ALEXA LYNN MADSEN, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Jay R. McKenzie  
NOTARY PUBLIC

Residing at: Preston, Idaho

My Commission Expires: 11-21-2015

