

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

**MERIT MECHANICAL SYSTEMS, INC.**

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 \_\_\_\_\_

**MERIT MECHANICAL SYSTEMS, INC.**

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: **April 17, 1981**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

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SECRETARY OF  
STATE

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

MERIT MECHANICAL SYSTEMS, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof, and supplemental thereto, do hereby certify as follows:

ARTICLE I.

The name of the corporation is Merit Mechanical Systems, Inc.

ARTICLE II.

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

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III.

The corporation shall have perpetual existence.

ARTICLE IV.

The location and address of the registered office of the corporation shall be, and is, 255 Steelhead Drive, Boise, Idaho 83705, and the name of its initial registered agent at such address is Ronald D. Later.

ARTICLE V.

The amount of the capital stock of the corporation shall be, and is, \$10,000.00, divided into 100 shares. Each such share shall have a par value of \$100.00. Said stock shall be, and is nonassessable.

ARTICLE VI.

The name and post office address of the incorporator and the number of shares subscribed by him is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Ronald D. Later	2975 E. Franklin Road Meridian, Idaho 83642	100

ARTICLE VII.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII.

(a) The corporation shall not have a board of directors, but shall be run and managed directly by the shareholders.

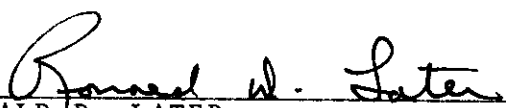
(b) The incorporator set forth above is the only shareholder of the corporation.

ARTICLE IX.

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the shareholder of the corporation is pecuniarily or otherwise interested in or is a director or officer of such other corporation; any shareholder or any firm of which any shareholder may be a member, may be a party to or may be pecuniarily interested in any contract or transaction of the corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the shareholders or a majority thereof; and any shareholder of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting

of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

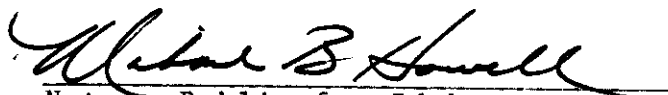
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30<sup>th</sup> day of March, 1981.

  
RONALD D. LATER

STATE OF IDAHO )  
                              : ss.  
County of Ada )

On this 30<sup>th</sup> day of March, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared Ronald D. Later, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing at Boise, Idaho