

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

REFRIGERATION & SERVICE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **REFRIGERATION & SERVICE, 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 **REFRIGERATION & SERVICE, INC.**

to transact business in this State under the name **REFRIGERATION & SERVICE, INC.**

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

Dated October 16, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Penny Goursa
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 Refrigeration & Service, Inc.
2. *The name which it shall use in Idaho is Refrigeration & Service, Inc.
3. It is incorporated under the laws of Washington
4. The date of its incorporation is December 30, 1976 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 15 N. 7th Avenue, P. O. Box 1733, Yakima, WA 98902
6. The street address of its proposed registered office in Idaho is 300 N. 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Refrigeration and Air Conditioning Contracting, Installation and Service
8. The names and respective addresses of its directors and officers are:

Name	Office	Address	
<u>James C. Adams</u>	<u>President</u>	<u>P. O. Box 1733, Yakima, WA</u>	<u>98907</u>
<u>Jennie S. Adams</u>	<u>Vice-President</u>	<u>P. O. Box 1733, Yakima, WA</u>	<u>98907</u>
<u>Stanley S. Pratt</u>	<u>Secretary</u>	<u>P. O. Box 2249, Yakima, WA</u>	<u>98907</u>
<u>James C. Adams</u>	<u>Treasurer</u>	<u>P. O. Box 1733, Yakima, WA</u>	<u>98907</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>\$1.00 par value</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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
44,500	Common	\$1.00 par value

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 _____, 19 81

REFRIGERATION & SERVICE, INC.

By James C. Adams
James C. Adams

and Stanley S. Pratt Its _____ President
Secretary

STATE OF WASHINGTON)
)ss:
COUNTY OF Yakima)

I, KIM R. TROUT, a notary public, do hereby certify that on
this 30th day of September, 1981, personally appeared before
me STANLEY S. PRATT, who being by me first duly sworn, declared that he
is the Secretary of REFRIGERATION & SERVICE, INC.,
a Washington corporation,

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

Kevin R. Hout
Notary Public

*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.

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE
RALPH MUNRO,
CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT, AS PREPARED
BY THE OFFICE OF THE SECRETARY OF STATE, APPEARS ON
THE BACK OF THE LAST PAGE.

SF-79

D-262973

FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of REFRIGERATION & SERVICE, INC.
a domestic corporation of Yakima, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Hovis, Cockrill & Roy, Attys. & Counselors
316 N. 3rd St.
P O Box 437
Yakima, WA 98907
Attn: **Leonard M. Cockrill**

Filing and recording fee \$ _____

License to June 30, 1977 \$ _____

Excess pages @ 25¢ \$ _____

Microfilmed, Roll No. **1371**

Page **105-110**

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

December 30, 1976

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED

DEC 30 1976

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
of
REFRIGERATION & SERVICE, INC.

KNOW ALL MEN BY THESE PRESENTS, That Leonard M. Cockrill, being desirous of forming a corporation under the laws of the State of Washington, does make, execute and adopt the following Articles of Incorporation in triplicate:

ARTICLE I.

The name of the corporation shall be REFRIGERATION & SERVICE, INC.

ARTICLE II.

The time of existence of this corporation shall be perpetual.

ARTICLE III.

The purpose for which this corporation is formed is to do any and all of the things hereinafter set forth as fully and to the same extent as natural persons might or could do in any part of the world, either as principal or agent, either alone or associated with other corporations, firms, or individuals, or by organization of subsidiary corporations, and to do all and everything necessary suitable and proper for the accomplishment of any of its purposes or pertaining thereto.

A. To engage in the business of designing and installing and repairing and servicing refrigeration, ventilation, air conditioning and heating systems of all kinds, specifically including, but not by way of limitation, the engineering, the manufacturing and/or building and the selling of such systems and all equipment, appliances, parts, fittings and accessories thereto.

B. To engage in business as a general building construction contractor.

C. To purchase, take, receive, or otherwise acquire and to own, hold, improve, develop or otherwise deal in, and to sell, mortgage, pledge, lease, exchange, transfer or otherwise dispose of any and all forms of interests in real property and generally, to engage in the real estate development business.

D. To purchase or otherwise acquire, so far as permitted by law, the whole or any part of the undertaking and business of any person, firm or corporation engaged in a business of the same general character as that for which this corporation is organized, and the property and liabilities, including the good will, assets and stock in trade thereof, and to pay for the same

either in cash or in shares or partly in cash and partly in shares.

E. To the same extent as a natural person might or could do, to purchase or otherwise acquire, and to hold, maintain, work develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands, and leaseholds, and any interest, estate and rights in real property and any personal or mixed property and any franchises, rights, business or privileges necessary, convenient and appropriate for any of the purposes herein expressed.

F. To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or any obligations or securities of any corporation or corporations; and to merge or consolidate with any corporation in such manner as may be provided by law.

G. To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limits as to amount, except as may be prohibited by statute, and to secure the same by mortgage, pledge or otherwise and generally to make and perform agreements and contracts of every kind and description.

H. To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any in the various states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries or country.

I. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided, the same be not inconsistent with the laws under which this corporation is organized.

J. To engage in and carry on any business which may lawfully be carried on or engaged in by a business corporation under the laws of the State of Washington and to have all corporate powers enumerated in the Washington Business Corporation Act as now adopted or as may hereafter be amended or supplemented.

ARTICLE IV.

The location and post office address of the registered office

of this corporation shall be at:

316 North Third Street, Yakima, Washington 98901

and the registered agent of this corporation at said address shall be:

Leonard M. Cockrill

ARTICLE V.

The authorized stock of the corporation shall be Fifty Thousand Dollars (\$50,000.00) consisting of 50,000 shares of common stock having a par value of \$1.00 each.

ARTICLE VI.

The amount of paid in capital with which this corporation will begin business shall be at least Five Hundred Dollars (\$500.00).

ARTICLE VII.

The names and post office addresses of the directors who shall first manage the affairs of the corporation until the first annual meeting of shareholders or until their successors be elected and qualify, are as follows:

James C. Adams
2610 Palatine
Yakima, Washington 98902

ARTICLE VIII.

The name and post office address of the sole incorporator of the corporation is:

Leonard M. Cockrill
109 North 22nd Avenue
Yakima, Washington 98902

ARTICLE IX.

The Management of this corporation shall be vested in a Board

of Directors. The number of directors shall not be less than three except where all shares of this corporation are owned of record by fewer than three shareholders, the number of directors may be less than three but not less than the number of such shareholders. The number, qualification, term of office, manner of election, time and place of meeting, and powers and duties of the directors shall be such as are prescribed by the By-laws of the corporation.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To set apart out of any of the net profits arising from the business of this corporation a reserve or reserves for any property purpose or to abolish any such reserve in the manner in which it was created.

To adopt, alter, amend or repeal the By-laws of this corporation subject to the following limitations:

a) The directors shall have no power to alter, amend or repeal the By-laws which the shareholders adopt specifying the manner in which by-laws may be altered, amended or repealed.

b) The directors shall have no power to alter, amend, or repeal any by-law affixing their qualification, term of office or compensation.

c) Any action of the Board of Directors with respect to the amendment, alteration or repeal of the By-laws is subject to the power of the shareholders to change or repeal such by-laws.

ARTICLE X.

The corporation may have one or more offices within or without the State of Washington, and the books of the corporation (except those which are required by the statutes of Washington to be kept at the registered office) may be kept outside of the State of Washington at such places as may from time to time be designated by the Board of Directors. Meetings of shareholders may be held outside this state.

ARTICLE XI.

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

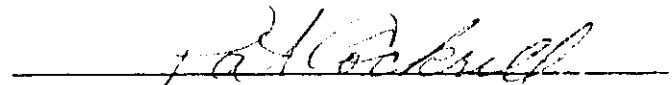
IN WITNESS WHEREOF, I have this 29th day of December, 1976, set my hand and seal to these Articles of Incorporation in triplicate.



STATE OF WASHINGTON)
) SS.
COUNTY OF YAKIMA)

I, the undersigned, a notary public in and for the said State of Washington, do hereby certify that on this 29th day of December, 1976, personally appeared before me LEONARD M. COCKRILL, to me known to be the individual described in and who executed the within instrument, and acknowledged that he signed, and sealed the same as his free and voluntary act and deed for the uses and purposes therein mentioned.

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 in and for the State
of Washington, residing at Yakima.