



CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

BORLASE FLOORING AND HEATING, INC.

was filed in the office of the Secretary of State on the **Twenty-first** day of **November** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **125** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Ketchum** in the County of **Blaine.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **21st** day of **November**, A.D., 19 **63.**

Secretary of State.

ARTICLES OF INCORPORATION

OF

BORLASE PLUMBING AND HEATING, INC.

KNOW ALL MEN BY THESE PRESENTS That we, Douglas Rozsa Borlase and Ruth P. Borlase, husband and wife, and Douglas Richard Borlase and Sandra Borlase, husband and wife, each and all of whom are citizens of the United States and natural persons of full age have this day voluntarily associated ourselves together for the purpose of forming a corporation for profit under the laws of the State of Idaho, and do hereby certify and state:

ARTICLE I.

That the name of said corporation shall be BORLASE PLUMBING AND HEATING, INC.

ARTICLE II.

That subject to dissolution in the manner provided by law the duration of this corporation shall be perpetual.

ARTICLE III.

That the amount of the authorized stock of the said corporation shall be Twenty-five Thousand Dollars (\$25,000.00), divided into two hundred fifty shares of common stock at the par value of One Hundred Dollars (\$100.00) each.

ARTICLE IV.

That the business of the corporation shall be managed by a board of directors consisting of four (4) and to qualify as a director each must be the owner of or have subscribed for one (1) share of the common stock of the corporation. Furthermore, the power to repeal and amend the by-laws and to adopt new by-laws is hereby conferred upon the directors of the corporation.

ARTICLE V.

That the names and Idaho post office addresses of each of the incorporators and the number of shares subscribed by each

is as follows:

Douglas Rozsa Borlase, 338 Locust Street North, Twin Falls, Idaho - 50 shares

Ruth P. Borlase, 338 Locust Street North, Twin Falls, Idaho - 1 share

Douglas Richard Borlase, Ketchum, Idaho - 50 shares

Sandra Borlase, Ketchum, Idaho - 1 share

ARTICLE VI.

That the location and post office address of the registered office of the corporation shall be Ketchum, Idaho.

ARTICLE VII.

That said corporation is formed for the following purposes:

(a) To buy and sell, own and hold, store, repair and install plumbing and plumbing fixtures and heating appliances and heating fixtures, furnace stokers and similar appliances and in general to do and perform such acts and things and transact such business in connection with the general plumbing business and the foregoing purposes, not inconsistent with law, as the Board of Directors may deem to the advantage of the corporation.

(b) To take, purchase, lease, hire or otherwise acquire; to hold, own, occupy use and enjoy; to manage, improve, develop, and operate; and to grant, sell, let, demise, exchange and otherwise dispose of real estate, and every right, interest or estate therein, wheresoever the same may be situated, as well without as within the State of Idaho.

(c) To purchase or otherwise acquire; to hold, own, enforce and otherwise enjoy; and to sell, assign, exchange or otherwise transfer or dispose of leases of lands, building, improvements and other structures, and of any estate or interest therein, and to assume, keep and perform all covenants, conditions

or other obligations in or in respect of said leases, whether to prevent the forfeiture thereof or the impairment of any right, privilege, interest or estate thereunder or therein.

(d) To apply for, purchase, take assignments or or otherwise acquire, accept, receive, hold, develop, use, control transfer and dispose of distributing agencies, dealerships, franchises, franchise rights, privileges, licenses, contracts, permits which may be necessary, useful, convenient for or auxiliary or incidental to the purposes of the corporation herein set forth.

(e) To apply for, purchase, acquire, hold, use, develop, license and dispose of and otherwise deal in inventions, improvements, patents, processes, trade marks and copyrights which may be necessary, useful, convenient for or incidental or auxiliary to the purposes of the corporation herein set forth.

(f) To lend and advance money or give credit upon, with or without interest, and with or without security for the repayment thereof, and on such terms as may seem expedient, and to give guaranties or become surety for any persons, firm or corporation.

(g) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold, own, sell, assign, transfer, exchange, distribute and otherwise dispose of the whole or any part of the share of the common stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, good will, rights, assets and property of every kind, or any part thereof, of any other corporation or corporations, association or associations, and also shares, rights, units of interest in or in respect of any trust estate now or hereafter existing, whether created by or under the laws of the State of Idaho, or in any other state, territory or country; and

to operate, manage and control such properties or any of them, either in the name of such other corporation, associations and trust estates, or the trustees thereof, or in the name of this corporation, and while the owner thereof to exercise all the rights, powers and privileges or ownership thereof of every kind and description, including any right to vote thereon, or respecting the same, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(h) To issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation, and to secure the same by mortgages, pledge, deed or trust or otherwise.

(i) To guarantee the payment of dividends or interest upon and of the par amount or principal of any shares of stock, debentures, bonds, promissory notes, or other securities or evidences of indebtednesses, contracts and obligations of this corporation or of any other corporation, firm or person, or of the trustee or trustees of any trust estate.

(j) To insure the corporation against any detriment to be suffered by it arising out of or caused, whether proximately or otherwise, by any loss of, or damage or injury to, its property, or the default, incapacity, sickness or death of, or any accident or injury to any of its officers, agents, servants or employees while in its employment.

(k) To transact and carry on any other lawful business, and to do any and all other acts and things and to exercise any and all other powers, that a copartnership or a natural person may transact, carry on, do or exercise, and that now or hereafter may be authorized by law.

(l) To pay to the directors, as remuneration or compensation for their services as such officers, such sums as may be authorized by the by-laws, the same to be divided among them in such proportions and in such manner, as the directors may determine.

(m) To engage in joint ventures and to enter into contracts of partnership with other corporations, associations, or with individuals, for the carrying on or any business or the performance of any act herein authorized, or any business or act incidental thereto.

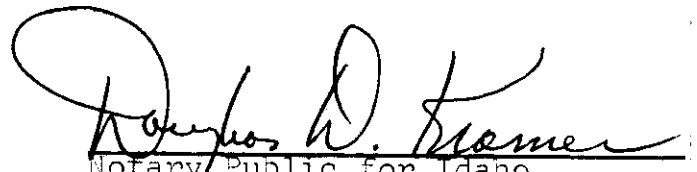
(n) To purchase and cancel upon its books and restore to the status of authorized but unissued shares any of its outstanding shares from surplus available for cash dividends and when authorized by vote or written consent of the holders of two-thirds of such class of shares outstanding, exclusive of the shares to be purchased.

(o) Without in any particular limiting any of the objects or purposes or powers of the corporation, the business or purposes of the company shall be from time to time to do any one or more or all of the acts and things herein set forth and all such other acts, things and business or businesses in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated, directly or indirectly, to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights as such a corporation may lawfully do; and in carrying on its business or for the purpose of attaining or furthering any of its objects, to do any and all acts and things and to exercise any and all other powers that a natural person or an association of individuals could do or exercise and which now or hereafter might be

STATE OF IDAHO,)
) ss.
County of Twin Falls.)

On this 10 day of ^{Nov}~~May~~, 1963, before me, the undersigned, a Notary Public in and for Idaho, personally appeared DOUGLAS ROZSA BORLASE, RUTH P. BORLASE, DOUGLAS RICHARD BORLASE, and SANDRA BORLASE, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they 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 Twin Falls, Idaho