

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of _____
PLUMBING ELECTRICAL CENTER, INC.

into C & R PLUMBING & HEATING, INC.,
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
Merger, and attach hereto a duplicate original of the Articles of
Merger.

Dated April 11, 19 83.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF MERGER
OF
C & R PLUMBING AND HEATING, INC.
AND
PLUMBING ELECTRICAL CENTER, INC.
INTO
C & R PLUMBING AND HEATING, INC.

We, the undersigned, hereby adopt the following Articles of Merger:

I.

C & R PLUMBING AND HEATING, INC., an Idaho corporation, and PLUMBING ELECTRICAL CENTER, INC., an Idaho corporation, agree to and do hereby effect the merger of PLUMBING ELECTRICAL CENTER, INC. into C & R PLUMBING AND HEATING, INC. on the terms and conditions hereinafter set forth.

II.

The name of the surviving corporation shall be C & R PLUMBING AND HEATING, INC.

III.

The Articles of Incorporation of C & R PLUMBING AND HEATING, as amended to date shall be the Articles of Incorporation of the surviving corporation until further amended as provided by law.

IV.

The By-Laws of C & R PLUMBING AND HEATING, INC. shall be the By-Laws of the surviving corporation until the same shall be altered, amended or repealed, or until new By-Laws shall be adopted, in accordance with the provisions thereof.

V.

The Board of Directors of the surviving corporation shall be the same as the Board of Directors of C & R PLUMBING AND HEATING, INC. as of the effective date of the merger.

VI.

The principal officers of the surviving corporation, each of whom shall hold office until his successor shall have been duly elected or appointed and shall have qualified, or until his earlier death, resignation or removal, shall be the same as the principal officers of C & R PLUMBING AND HEATING, INC. as of the effective date of the merger.

VII.

The total amount of capital stock of the surviving corporation to be authorized shall be 250 shares of common stock with a par value of \$100.00 per share.

VIII.

The manner of converting the outstanding common stock of PLUMBING ELECTRICAL CENTER, INC. and the outstanding common stock of C & R PLUMBING AND HEATING, INC. into stock of the surviving corporation upon the effective date of the merger shall be as follows:

- a) Each of the ONE HUNDRED ONE (101) shares of common stock of C&R issued and outstanding as of the effective date of the merger shall continue to be one (1) share of the surviving corporation, with the same preferences, voting powers, restrictions and qualifications.
- b) Each of the TWENTY-FIVE THOUSAND (25,000) shares of common stock issued and outstanding as of the effective date of the merger shall be converted into 1/250 of one (1) share of common stock of the surviving corporation with the same preferences, voting powers, restrictions and qualifications as the other shares of common stock of the surviving corporation.

IX.

On the effective date of the merger, PLUMBING ELECTRICAL CENTER, INC. and C & R PLUMBING AND HEATING, INC. shall be merged with and into C & R PLUMBING AND HEATING, INC. in accordance with the provisions of these Articles and with the effect provided by Title 30, Chapter 1 of the Idaho Code.

X.

On the effective date of the merger all the property, rights, privileges and franchises of whatsoever nature and description, of PLUMBING ELECTRICAL CENTER, INC. shall be transferred to, vested in, and shall devolve upon the surviving corporation without further act or deed.

XI.

All property, rights, privileges, and franchises, and every other interest, of the merging corporations shall be as effectually the property of the surviving corporation as they were of the merging corporations and title to all real estate vested in the merging corporations shall be vested in the surviving corporation, and the title to any real estate vested in any of the merging corporations shall not revert or be in any way impaired by reason of such merger.

XII.

All liabilities and obligations of each of the merging corporations shall be the liabilities and obligations of the surviving corporation.

XIII.

PLUMBING ELECTRICAL CENTER, INC. has 25,000 shares of common stock outstanding. No shares are entitled to vote as a class.

XIV.

All 25,000 shares of PLUMBING ELECTRICAL CENTER, INC. were voted in favor of the Plan of Merger of PLUMBING ELECTRICAL CENTER, INC. into C & R PLUMBING AND HEATING, INC.

XV.

C & R PLUMBING AND HEATING, INC. has 101 shares of common stock outstanding. No shares are entitled to vote as a class.

XVI.

All 101 shares of C & R PLUMBING AND HEATING, INC. outstanding were voted in favor of the Plan of Merger of PLUMBING ELECTRICAL CENTER, INC. into C & R PLUMBING AND HEATING, INC.

IN WITNESS WHEREOF, we have hereunto set our hands this 7th day of April, 1983.

C & R PLUMBING AND HEATING, INC.

Donald K. Rude
P R E S I D E N T

Betty L. Rude
S E C R E T A R Y

STATE OF IDAHO)
)ss.
County of Kootenai)

I, Karen A. Thomas, a notary public, do hereby certify that on this 7 day of April, 1983, personally appeared before me DONALD K. RUDE, who, being by me first duly sworn, declared that he is the President of C & R PLUMBING AND HEATING, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Karen Thomas
Notary Public for IDAHO
Residing at Coeur d'Alene

PLUMBING ELECTRICAL CENTER, INC.

BY:

Donald K. Rude
P R E S I D E N T

BY:

Les S. Rude
S E C R E T A R Y

STATE OF IDAHO)
)ss.
County of Kootenai)

I, Karen Thomas, a notary public, do hereby certify that on this 7 day of April, 1983, personally appeared Donald K. Rude, who, being by me first duly sworn, declared that he is the President of PLUMBING ELECTRICAL CENTER, INC., that he signed the foregoing document as President of the corporation, and that the statements herein contained are true.

Karen Thomas
Notary Public for IDAHO
Residing at Coeur d'Alene