



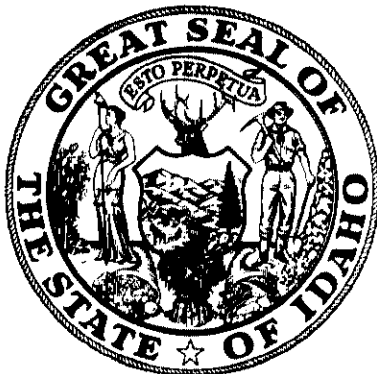
CERTIFICATE OF INCORPORATION  
OF

S & J ELECTRIC, 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 the above named corporation, 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: July 27, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION  
OF  
S & J ELECTRIC, INC.

RECORDED  
SEC. OF STATE  
30 JUL 27 AM 8 59

KNOW ALL MEN BY THESE PRESENTS, that we, JOHN STEVEN LOTT and RENA JO LOTT, husband and wife and BRAD HORSLEY and PENNY HORSLEY, husband and wife, all of whom are over the age of eighteen years, and whose names are hereunto subscribed, do under and pursuant to the provisions of the Idaho Business Corporation Act for the purpose of becoming a body corporate and carrying on all of the businesses hereinafter mentioned, and doing all things and acts necessary, convenient or beneficial thereto, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME:

The name of this corporation shall be S & J ELECTRIC, INC.

ARTICLE II

PURPOSES:

The purposes for which this corporation is formed and the pursuits which it may carry on and engage in are the wholesale and retail sale of all types of electrical components, parts and supplies, and the contracting of the installation of and construction of electrical parts, equipment and electrical projects of all types and descriptions, and all types of allied businesses and all other lawful acts or activities for which a corporation may be organized under the provisions of Idaho Code 30-1-3 of the Idaho Business Corporation Act of the State of Idaho, as the same now exists or is hereinafter amended.

### ARTICLE III

#### REGISTERED OFFICE AND AGENT:

The address of the initial registered office of this corporation shall be S & J ELECTRIC, INC., 113 Harrison, American Falls, ID 83211. The name and address of its authorized agent is: J. Steven Lott, 113 Harrison St., American Falls, ID 83211.

### ARTICLE IV

#### EXISTENCE:

This corporation shall have perpetual existence unless sooner disincorporated according to law.

### ARTICLE V

#### GOVERNING PROVISIONS:

All provisions for the regulation of the internal affairs of the corporation are as may be provided by the bylaws of the corporation, including provision for restriction on transfer of shares, as provided in the Idaho Business Corporation Act, Section 30-1-23A.

### ARTICLE VI

#### DIRECTORS:

That the corporate powers, business and property of this corporation shall be exercised, conducted, and controlled by a Board of Directors composed of not less than two (2) nor more than four (4) members. The incorporators, whose names are subscribed hereto and listed in Article VIII hereof shall act as the directors of this corporation until their successors have been regularly elected and qualified. The said directors shall establish terms of office, select officers and all other related matters in the bylaws.

### ARTICLE VII

#### AUTHORIZED SHARES:

The corporation shall have authority to issue a total of 10,000 shares of capital stock of the par value of \$10.00 per share, all of these shares shall be of one class, and shall be designated as common stock.

#### ARTICLE VIII

##### INCORPORATORS:

The names and mailing addresses of the incorporators are as follows:

NAME:	ADDRESS:
J. Steven Lott	113 Harrison American Falls, ID 83211
Rena Jo Lott	113 Harrison American Falls, ID 83211
Brad Horsley	950 E. Harmony Lane Blackfoot, ID 83221
Penny Horsley	950 E. Harmony Lane Blackfoot, ID 83221

#### ARTICLE IX

##### CORPORATE RESERVATIONS:

The corporation reserves the right to amend, alter or repeal any provision herein contained in the manner now, or hereinafter prescribed by the statutes of the State of Idaho, and all rights and powers conferred herein are granted subject to this reservation.

#### ARTICLE X

##### INDEMNIFICATION:

Any director and/or officer shall be indemnified against all liabilities, civil and criminal, incurred in relation to their duties, including all reasonable expenses of defense, except to the extent that they shall have been

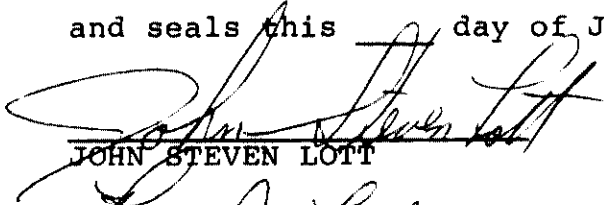
finally adjudged to be liable for negligence or misconduct in the matter out of which the liability arises.

ARTICLE XI

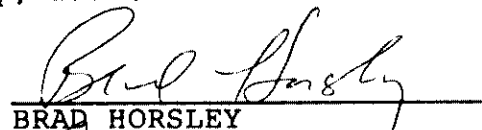
PRE-EMPTIVE RIGHTS:

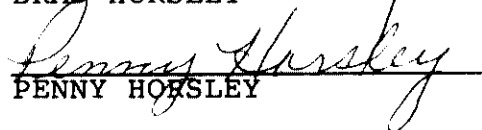
There shall be no provision denying pre-emptive rights.

IN WITNESS WHEREOF, the undersigned, being the incorporators hereinbefore named, do hereby make this Certificate for the purpose of forming a corporation pursuant to the General Business Corporation Law of the State of Idaho, and do hereby certify that the facts hereinbefore set forth are true and correct and have accordingly hereto set our hands and seals this \_\_\_\_\_ day of July, 1990.

  
JOHN STEVEN LOTT

  
RENA JO LOTT

  
BRAD HORSLEY

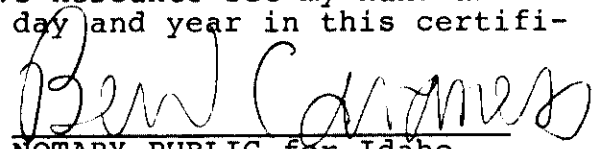
  
PENNY HORSLEY

STATE OF IDAHO )  
County of Power ) ss.

On this 26<sup>th</sup> day of July, 1990, before me the undersigned, a Notary Public in and for said County and State, personally appeared JOHN STEVEN LOTT, RENA JO LOTT, BRAD HORSELY and PENNY HORSLEY, known to me to be the persons whose names are subscribed to the within 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.

(seal)

  
NOTARY PUBLIC for Idaho  
Residing at American Falls, ID