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CLERK OF DISTRICT COURT
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
INC.
J&D HEATING AND AIR CONDITIONING INC.**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of legal age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

I.

Name

The name of the corporation shall be J&D Heating and Air Conditioning Inc.

II.

Registered Office

The location and post office address of the registered office of the corporation shall be 5313 Airport Rd. Nampa, ID 83687.

III.

Registered Agent

The name of the registered agent of the corporation is Kirk A Miko.

IDAHO SECRETARY OF STATE

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IV.

Duration

The period of existence and duration of the corporation shall be perpetual.

V.

Corporate Purpose

The purpose for which the corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated under the laws of Idaho.

VI.

Authorized Capital Stock

The capital stock of the corporation shall consist of 500,000 shares of common stock. All shares of common stock shall have a par value of \$1.00 per share. Each share of common stock shall have the same rights, privileges and voting power and shall be non-assessable.

VII.

Incorporators

The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Post office Address</u>
Kirk and Rosemary Miko	5313 Airport Rd Nampa , ID 83687

VIII.

Directors

There shall be two directors of the corporation, but the number of directors may be increased or decreased from time to time as provided by the bylaws. The names and post office addresses of the initial directors, named by the incorporators, are as follows.

<u>Name</u>	<u>Post office address</u>
Kirk and Rosemary Miko	5313 Airport Rd Nampa, ID 83687

The initial directors shall serve until the first election of directors.

IX.

Bylaws

The board of Directors, by a majority vote, shall have the power to adopt bylaws, and to repeal and amend bylaws.

X.

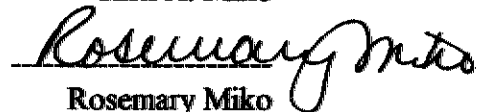
Director Conflicts of Interest

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporation of said corporation have executed these Articles of Incorporation this 24th day of June, 1997.



Kirk A. Miko



Rosemary Miko