

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, J. D. (CY) PRICE, 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

GEN STATE PLUMBING & HEATING SUPPLY CO., INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **twenty-ninth** day of **May, 1950**

original articles of amendment, as provided by Section 30-146, 30-147, Idaho Code
increasing the capital stock to \$75,000.,

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **58** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That **the articles of Incorporation**
have been amended accordingly.

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 **twenty-ninth** day
of **May**, in the year of our Lord
one thousand nine hundred **fifty**
and of the Independence of the United States of
America the One Hundred **Seventy-fourth**.

Secretary of State.

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION INCREASING CAPITAL STOCK OF
GEM STATE PLUMBING & HEATING SUPPLY CO., INC.

We, the undersigned, Lambert Leaverton, President and Gwendolyn Leaverton, Secretary of the Gem State Plumbing & Heating Supply Co., Inc., do hereby certify:

1. That the said Gem State Plumbing & Heating Supply Co., Inc., is a corporation duly incorporated under the laws of the State of Idaho, with its principal place of business at Blackfoot, in Bingham County, State of Idaho.
2. That said corporation, at the date of its incorporation and ever since said date, has had a capital stock of \$50,000.00, divided into 500 shares of common stock of the par value of \$100.00 per share, and at all times hereinafter mentioned, 213.5/8 shares of said stock were issued, outstanding and fully paid up.
3. That on the 21st day of April, 1950, at Idaho Falls, in the County of Bonneville, State of Idaho, at a meeting of the Board of Directors of said corporation, at which all Directors were present, a Resolution was duly passed by the affirmative vote of all Directors of said corporation who were present at said meeting, providing that a meeting of the stockholders of the Gem State Plumbing & Heating Supply Co., Inc., be called for and held on the 22nd day of May, 1950, at 2:00 o'clock P.M., of said day, at Room 202, American National Bank Building at Idaho Falls, Bonneville County, Idaho, for the purpose of considering and acting upon a proposition to increase the capital stock of said corporation from \$50,000.00 to \$75,000.00, and that \$25,000.00, or the whole of said increase, be issued and disposed of as cumulative preferred stock of the same class in 250 shares of \$100.00 each.
4. That pursuant to said Resolution of the Board of Directors, the Secretary of said corporation gave written notice of the time, place and purpose of said meeting to each of the

stockholders of said corporation more than thirty (30) days prior to the date fixed for said meeting, as required by law.

5. That on the 22nd day of May, 1950, at the hour of 2:00 o'clock P.M. of said day, at Room 202, American National Bank Building, Idaho Falls, Bonneville County, Idaho, at a Special Meeting of the Stockholders of said corporation, pursuant to said call, as aforesaid, the following Resolution was duly passed by a vote representing all of the outstanding stock of said corporation:

RESOLVED by the stockholders of the Gem State Plumbing & Heating Supply Co., Inc., representing all of the subscribed capital stock of said corporation in meeting duly assembled and called by the Board of Directors of said corporation, that said corporation, the Gem State Plumbing & Heating Co., Inc., increase its capital stock from \$50,000.00 to \$75,000.00, and that \$25,000.00, or the whole of said increase, is to be issued and disposed of as preferred stock of the same class in 250 shares of \$100.00 each; that the stockholders thereof be entitled to receive a dividend on said preferred stock of 6% per annum, payable annually out of the surplus profits of the corporation for each year in preference to all other stockholders, and such dividends shall be cumulative; which preferred stock shall not carry with it the right to vote except upon the question of the increase of the mortgage or secured indebtedness of the company or of the issue of further preferred stock of a priority or parity with such preferred stock, so long as dividends are paid upon it. In the event of default in the payment of dividends after one year after the same are due and payable, such preferred stock shall carry with it the right to vote upon all corporate questions to the same extent as any other stock of the company shall be entitled to vote. Such preferred stock may be redeemed at not less than par, and the payment of all accrued dividends at any time after one year from date said stock is issued, such provision to be also expressed in the stock certificates, and that to accomplish such purpose, Article V of the Articles of Incorporation of said corporation, as amended and altered, be, and the same hereby is, amended to read as follows, to-wit:

ARTICLE V

"The total authorized capital stock of this corporation is \$75,000.00, divided into 500 shares of common stock of the par value of \$100.00 each; and 250 shares of preferred stock of a par value of \$100.00 each.

"The holders of preferred stock shall be entitled to receive a dividend of 6% per annum

payable annually out of the surplus profits of the corporation for each year in preference to all other stockholders, and such dividends shall be cumulative; which preferred stock shall not carry with it the right to vote except upon the question of the increase of the mortgage or secured indebtedness of the company or of the issue of further preferred stock of a priority or parity with such preferred stock, so long as dividends are paid upon it. In the event of default in the payment of dividends after one year after the same are due and payable, such preferred stock shall carry with it the right to vote upon all corporate questions to the same extent as any other stock of the company shall be entitled to vote. Such preferred stock may be redeemed at not less than par, and the payment of all accrued dividends at any time after one year from date said stock is issued, such provision to be also expressed in the stock certificates.

6. That the total number of shares of the subscribed capital stock of the said corporation at said time was 213.5/8 shares.

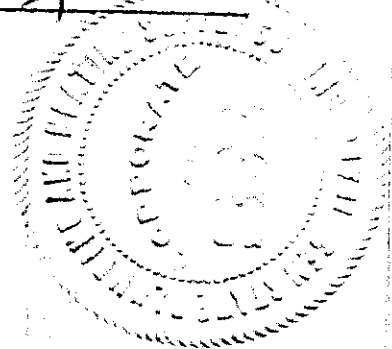
7. That the amount of stock represented at said meeting, being represented in person, was \$21,362.50.

8. That the total vote in the affirmative, by which said capital stock was increased, as aforesaid, was 213.5/8 shares, there being no vote in the negative.

IN WITNESS WHEREOF, We, the undersigned, President and Secretary of said corporation, have hereunto set our hands this 22nd day of May, 1950.

Lambert Leaverton
President

Gwendolyn Leaverton
Secretary



STATE OF IDAHO)
 : ss.
County of Bonneville)

Lambert Leaverton and Gwendolyn Leaverton, being first duly sworn, each for himself and herself and not one for the other, on oath, deposes and says:

That they are the President and Secretary respectively of the Gem State Plumbing & Heating Supply Co., Inc., a corporation; that they, and each of them, have read the foregoing Certificate, know the contents thereof, and that the facts therein stated and set forth are true.

Lambert Leaverton
President

Gwendolyn Leaverton
Secretary

Subscribed and sworn to before me this 22nd day of May, 1950.

(Seal)

Rosethy Linn
Notary Public for State of Idaho
Residing at: Idaho Falls, Idaho

My Commission expires: May 12, 1952.