

AZ CORPORATION COMMISSION
FILED



DEC - 7 2005

FILE NO. 1247210-9

ARTICLES OF INCORPORATION
OF

Refrigeration Systems Construction and Service Company, Inc.
(an Arizona Business Corporation)

1. **Name:** The name of the Corporation is **Refrigeration Systems Construction and Service Company, Inc.**
2. **Initial Business:** The Corporation initially intends to conduct the business of refrigeration systems construction and service.
3. **Authorized Capital:** The Corporation shall have authority to issue 10,000 shares of Common Stock.
4. **Known Place of Business (In Arizona):** The street address of the known place of business of the Corporation is:

2135 E. University Dr., Ste. 121
Mesa, AZ 85213

5. **Statutory Agent (In Arizona):** The name and address of the statutory agent of the Corporation is:

T. Dean Motes
21607 S. 140th St.
Chandler, AZ 85249

6. **Board of Directors:** The initial board of directors shall consist of four directors. The names and addresses of the people who are to serve as directors until the first annual meeting of shareholders or until successors are elected and qualify are:

T. Dean Motes	Theresa M. Motes	Michael D. Thraen	Marci L. Thraen
21607 S. 140 th St.	21607 S. 140 th St.	6141 N. 186 th Ave.	6141 N. 186 th Ave.
Chandler, AZ 85249	Chandler, AZ 85249	Waddell, AZ 85355	Waddell, AZ 85355

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

7. **Incorporators:** The names and addresses of the incorporators are:

T. Dean Motes	Theresa M. Motes	Michael D. Thraen	Marci L. Thraen
21607 S. 140 th St.	21607 S. 140 th St.	6141 N. 186 th Ave.	6141 N. 186 th Ave.
Chandler, AZ 85249	Chandler, AZ 85249	Waddell, AZ 85355	Waddell, AZ 85355

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

8. **Indemnification of Officers, Directors, Employees and Agents:** The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or he is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.
9. **Limitation of Liability:** To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director.

No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

EXECUTED this 2nd day of December 2005 by the incorporators.

Signed: T. Dean Motes

T. Dean Motes

Signed: Theresa M. Motes

Theresa M. Motes

Signed: Michael D. Thraen

Michael D. Thraen

Signed: Marci L. Thraen

Marci L. Thraen

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 2nd day of December, 2005.

Signed: T. Dean Motes
T. Dean Motes

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

REFRIGERATION SYSTEMS CONSTRUCTION AND SERVICE COMPANY, INC.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No ✓

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No ✓

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated. (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is 12/31.

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY T. Dean Motes

PRINT NAME T. DEAN MOTES

TITLE PRESIDENT DATE 12/2/05

BY Theresa M. Motes

PRINT NAME TERESA M. MOTES

TITLE SECRETARY DATE 12/2/05

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0022 - Business Corporations

Rev: 04/04

DEC - 7 2005

FILE NO. 1247210-9

ARTICLES OF INCORPORATION
OF

Refrigeration Systems Construction and Service Company, Inc.
(an Arizona Business Corporation)

1. **Name:** The name of the Corporation is **Refrigeration Systems Construction and Service Company, Inc.**
2. **Initial Business:** The Corporation initially intends to conduct the business of refrigeration systems construction and service.
3. **Authorized Capital:** The Corporation shall have authority to issue 10,000 shares of Common Stock.
4. **Known Place of Business (In Arizona):** The street address of the known place of business of the Corporation is:

2135 E. University Dr., Ste. 121
Mesa, AZ 85213

5. **Statutory Agent (In Arizona):** The name and address of the statutory agent of the Corporation is:

T. Dean Motes
21607 S. 140th St.
Chandler, AZ 85249

6. **Board of Directors:** The initial board of directors shall consist of four directors. The names and addresses of the people who are to serve as directors until the first annual meeting of shareholders or until successors are elected and qualify are:

T. Dean Motes	Theresa M. Motes	Michael D. Thraen	Marci L. Thraen
21607 S. 140 th St.	21607 S. 140 th St.	6141 N. 186 th Ave.	6141 N. 186 th Ave.
Chandler, AZ 85249	Chandler, AZ 85249	Waddell, AZ 85355	Waddell, AZ 85355

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

7. **Incorporators:** The names and addresses of the incorporators are:

T. Dean Motes	Theresa M. Motes	Michael D. Thraen	Marci L. Thraen
21607 S. 140 th St.	21607 S. 140 th St.	6141 N. 186 th Ave.	6141 N. 186 th Ave.
Chandler, AZ 85249	Chandler, AZ 85249	Waddell, AZ 85355	Waddell, AZ 85355

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

8. **Indemnification of Officers, Directors, Employees and Agents:** The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or he is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.
9. **Limitation of Liability:** To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director.

No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

EXECUTED this 2nd day of December, 2005 by the incorporators.

Signed: T. Dean Motes

T. Dean Motes

Signed: Michael D. Thraen

Michael D. Thraen

Signed: Theresa M. Motes

Theresa M. Motes

Signed: Marci L. Thraen

Marci L. Thraen

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 2nd day of December, 2005.

Signed: T. Dean Motes

T. Dean Motes

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

REFRIGERATION SYSTEMS CONSTRUCTION AND SERVICE COMPANY, INC.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No ☒

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No ☒

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated. (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is 12/31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Michael D. Thraen

BY Marci C. Thraen

PRINT NAME MICHAEL D. THRAEN

PRINT NAME MARCI C. THRAEN

TITLE VICE-PRESIDENT DATE 12/2/05

TITLE TREASURER DATE 12/2/05

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0022 - Business Corporations

Rev: 04/04

Refrigeration Systems Construction and Service Company,
Inc.

2135 E. University Dr., Ste. 121
Mesa, AZ 85213

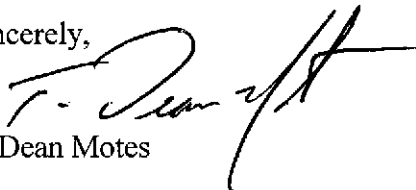
Corporation Division
Arizona Corporation Commission
1300 West Washington
Phoenix, AZ 85007-2929

Enclosed please find a Certificate of Disclosure, a check in the amount of ninety-five dollars (\$95.00) and an original and one (1) copy of the Articles of Incorporation.

Please be advised that Refrigeration Systems Construction and Service Company, Inc. has selected the date of December 31 to be the Fiscal Year End Date. The corporate address shall be 2135 E. University Dr., Ste. 121, Mesa, AZ 85213.

Please return the completed copy to the attention of: Mark J. Weech, CPA.

Sincerely,

A handwritten signature in black ink, appearing to read "T. Dean Motes", with a stylized flourish at the end.

T. Dean Motes

**ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION
SUBMISSION COVER SHEET**



Important: USE A SEPARATE COVER sheet for each document.
Please Select AND Complete all the Appropriate Sections 1 through 10:

Regarding (Name/proposed name for Corp./LLC):

1. Type in Name: Refrigeration Systems Construction and Service Company, Inc.

2. Filing Type: (Select Only One)

- | | |
|---|----------|
| <input type="checkbox"/> Articles of Domestication | \$100.00 |
| <input checked="" type="checkbox"/> Articles of Incorporation (P) | \$ 60.00 |
| <input type="checkbox"/> Articles of Incorporation (NP) | \$ 40.00 |
| <input type="checkbox"/> Articles of Organization | \$ 50.00 |
| <input type="checkbox"/> Application to Transact Business (B) | \$175.00 |
| <input type="checkbox"/> Application to Conduct Affairs (NP) | \$175.00 |
| <input type="checkbox"/> Application for New Authority | \$175.00 |
| <input type="checkbox"/> Application for Registration | \$150.00 |
| <input type="checkbox"/> Articles of Amendment | \$ 25.00 |
| <input type="checkbox"/> Articles of Amendment & Restatement ... | \$ 25.00 |
| <input type="checkbox"/> Articles of Correction | \$ 25.00 |
| <input type="checkbox"/> Articles of Merger/Share Exchange | \$100.00 |
| <input type="checkbox"/> Affidavit of Publication | No Fee |
| <input type="checkbox"/> Other: | |

4. Processing Type (Select One)

- ☒ **Expedited (\$35.00)** (Priority service, Additional Fee Per Document) Completed as soon as possible. View current processing times at www.cc.state.az.us/corp

☐ **Regular** View current processing times at www.cc.state.az.us/corp

5. Select Payment type:

- ☒ Check Amt 95.00 Check # 1625
- ☐ Cash Amt _____
- ☐ MOD Amt _____ MOD # _____
- ☐ No fee required

3. Extras:

- ☐ Certified Copies () (Qty @ \$5 each for Corps)
- ☐ Certified Copies () (Qty @ \$10 each for LLC's)
- ☐ Good Standing Certificate () (Qty @ \$10 ea.)
- ☐ Expedite Good Standing (\$35 extra)
- ☐ Expedite Certified Copies (\$35 extra)

☐ See attached distribution of funds instructions

RECEIVED

DEC - 7, 2005

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Total Payment Type Entered \$ 95.00

7. Other Special Instructions: In addition to mailing Articles, please also fax a copy of the approved Articles to Mark J. Weech, CPA at (480) 635-3201. Thank you.

8. SELECT ONE RETURN DELIVERY OPTION :

- ☒ Mail ☐ Pick Up ☐ Fax # (480) 635-3201

9. The following individual should be called to pick up completed documents:

Name/Service Co: _____

Phone: () _____

Pick-up by: _____

Date: _____

(FOR ACC USE ONLY. Do not fill in this box)

10. Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Firm Name: Colby & Company, CPAs, PLC

Attn: Mark J. Weech, CPA

Address: 1535 W. Harvard Ave., Ste. 101

City, State, Zip: Gilbert, AZ 85233