

CERTIFICATE OF INCORPORATION
OF

IDAHO ENVIRONMENTAL ENERGY CORPORATION

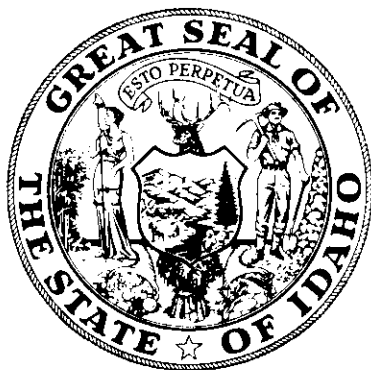
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO ENVIRONMENTAL ENERGY 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: **September 2, 1982**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
IDAHO ENVIRONMENTAL ENERGY CORPORATION
A CLOSE CORPORATION

KNOW ALL PERSONS BY THESE PRESENTS, that we, Robert Herbst, Sue Herbst, Gary Bothof, Gertrude Bothof, Russell Renk and Lura Morgan-Renk, all being citizens of the United States of America and over the age of 21 years, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby make, sign acknowledge and file this certificate for that purpose, as follows:

ARTICLE I.

The name of this corporation is and shall be: Idaho Environmental Energy Corporation.

ARTICLE II.

That said corporation is formed for the following purposes:

1. To produce, sell and distribute dairy and food products, and electrical power as well as equipment and services utilized in the production of dairy and food products, and of electrical power.
2. To engage in the business of buying, selling, distributing, leasing, servicing, repairing and otherwise dealing in the production of dairy and food products and of electrical power, including building, engineering, designing, and construction of facilities to produce dairy and food products, and electrical power.
3. To engage in any commercial, industrial, agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho.
4. To generally engage in, do and perform, any enterprise, act or vocation that a natural person might, or could do or perform.
5. To engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and discription.

to act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

6. To receive, own, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal properties; to dispose of, sell, lease, sign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities, and debentures and other evidences of indebtedness of its own and of other corporations, domestic or foreign.

7. To conduct business in this state, other states, territories and colonies of the United States and in foreign countries, and to have one or more offices or places of business out of this state, and to acquire, receive, hold purchase, lease, mortgage, dispose of, and/or convey real and personal property situated out of this state.

8. To enter into, make, perform and carry out contracts, of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department thereof.

9. To carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties and to have and exercise all right, powers and privileges which are now or may hereafter be conferred by the State of Idaho upon corporation; to execute from time to time, general or special powers of attorney to persons, firms,

associations or corporations and to revoke same when the Board of Directors may determine; and to do any or all of the things herein set forth to the same extent as natural persons might or could do.

10. Any and all of the rights, powers, privileges or restrictions in these Articles of Incorporation granted and contained, conferred or imposed may be enlarged, amended, altered, changed in any manner and to any extent, or repealed by articles of amendment made, executed, authorized by the laws of the State of Idaho.

11. To do any and all such other acts, things, business in any manner connected with or necessary, incidental, convenient, or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly to promote the interest of the corporation and to carry on its purpose, or for the purpose of attaining or furthering in any of its business.

12. To lend money and negotiate loans; to draw, accept, endorse, discount, sell and deliver bills of exchange, promissory notes, bonds, obligations, securities of any government or authority or company; to form, promote, subsidize and assist companies, firms, and partnerships of all kinds; to act as surety and guarantor in any types of engagements, including the power to execute, endorse and deliver contracts and to guarantee the prompt and faithful performance and payment of debts, notes, and agreements, contracts and undertakings of any other person, firm, partnership or corporation; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obliger; to enter into any arrangements with any authorities, municipal, local or otherwise conducive to the company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the company may think it desirable to obtain, and to carry out, exercise

and comply with any such arrangement, right, privilege, and concession. Generally to carry on and undertake any business, undertaking, transaction, or operation commonly carried on or calculated directly or indirectly to enhance the value of, or render profitable, any of the company's property or rights.

13. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall, except where otherwise expressed, not be in any way limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE III.

That the location and post office address of the corporation shall be at 604 Third Avenue East, Jerome, Idaho 83338. The resident agent shall be Robert Herbst.

ARTICLE IV.

That subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

ARTICLE V.

The corporation shall be authorized to issue one class of stock in the total amount of \$1,000 divided into 200 shares of common stock of \$5.00 per share, without par value.

ARTICLE VI.

That the names and post office address of each of the incorporators and directors are as follows:

<u>NAME OF INCORPORATOR AND DIRECTOR</u>	<u>POST OFFICE ADDRESS</u>
Bob Herbst	604 Third Ave. E. Jerome, Idaho 83338
Sue Herbst	604 Third Ave. E. Jerome, Idaho 83338
Gary Bothof	Route #2 Jerome, Idaho 83338
Gertrude Bothof	Route #2 Jerome, Idaho 83338
Russell Renk	833 Greenwood Dr. Twin Falls, Idaho 83301
Lura Morgan-Renk	833 Greenwood Dr. Twin Falls, Idaho 83301

ARTICLE VII.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent, whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

ARTICLE VIII.

The number of directors of the corporation shall be as specified in the By-Laws.

All officers of the corporation need not be stockholders, and any two or more offices may be held by the same one person, except for the offices of president and secretary. The term of office of the officers, except as in these articles otherwise expressly provided, shall be for one year and until their successors shall be elected and qualified, unless sooner removed or resigned, as herein provided.

ARTICLE IX.

A majority of the board of directors shall constitute a quorum and shall have power to transact the business and exercise the corporate powers

of the corporation, and except as otherwise provided herein, may mortgage, pledge, sell or otherwise dispose of real or personal property of the corporation for the purpose of carrying on the business of the corporation. The board of directors shall have power to appoint agents and servants of the corporation, prescribe their duties and remove them at pleasure and may fix the compensation of the officers, agents and servants of the corporation, and shall have power to vote and grant to themselves and any officer or director may join in granting to himself such a salary, commission or compensation for their services as officer or director, or both as they may determine. The board of directors of the stockholders may, by a majority vote, adopt by-laws for the regulation of the affairs of the corporation and by a majority vote amend or repeal the same, provided that such by-laws shall not conflict with these Articles of Incorporation. The by-laws adopted by the directors shall provide the time and place of director's meetings and the manner of calling the same, which meeting may be held within or without the State of Idaho.

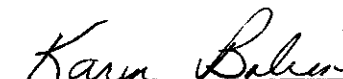
ARTICLE X.

The provisions of these articles of incorporation may be amended, altered, or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Idaho.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands this _____ day of September, 1982.


BOB HERBST

SUBSCRIBED AND SWORN To before me on this 1st day of Sept, 1982.


Karin Baker
NOTARY PUBLIC FOR IDAHO
Residing at: Travis Falls, Idaho

Sue Herbst
SUE HERBST

SUBSCRIBED AND SWORN To before me on this 1 day of Sept, 1982.

Karin Balen
NOTARY PUBLIC FOR IDAHO
Residing at: Trum Falls, Idaho

Gary Bothof
GARY BOTHOF

SUBSCRIBED AND SWORN To before me on this 1st day of Sept, 1982.

Karin Balen
NOTARY PUBLIC FOR IDAHO
Residing at: Trum Falls, Idaho

Gertrude Bothof
GERTRUDE BOTHOF

SUBSCRIBED AND SWORN To before me on this 1st day of Sept, 1982.

Karin Balen
NOTARY PUBLIC FOR IDAHO
Residing at: Trum Falls, Idaho

Russell Renk
RUSSELL RENK

SUBSCRIBED AND SWORN To before me on this 1st day of Sept, 1982.

Karin Balen
NOTARY PUBLIC FOR IDAHO
Residing at: Trum Falls, Idaho

Lura Morgan Renk
LURA MORGAN-RENK

SUBSCRIBED AND SWORN To before me on this 1st day of Sept, 1982.

Karin Balen
NOTARY PUBLIC FOR IDAHO
Residing at: Trum Falls, Idaho