

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

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The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the corporation shall be: Green Motors Practices Group, Inc.

**ARTICLE II.
STATUS**

The corporation is a nonprofit

**ARTICLE III.
DURATION**

The duration of the corporation is to be perpetual

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The location of the corporation is in the city of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 5954 Grandview Drive, Boise, Idaho 83709, and the name of the registered agent at this address is Mr. Dennis Bowns.

**ARTICLE V
PURPOSES**

The principle purposes for which the Corporation is organized and will operate as follows:

- A. The Group is organized to improve the business conditions and further the mutual business interests of the electric motor community by promoting energy efficiency policies, programs, systems optimization, and technologies that create jobs and foster economic growth and environmental improvement. The Group may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by the Group formed under the General Laws of Idaho and which are not inconsistent with the Group's qualification as an organization described in Section 501(c)(6) of the Internal Revenue Code or any future tax code.
- B. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise and power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

IDAHO SECRETARY OF STATE
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ARTICLE VI
LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry-on any other activities not permitted to be carried-on by a corporation under Section 501(c)(6) of the Internal Revenue Code, as amended from time to time.

ARTICLE VII
VOTING MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these articles grant the Board of Directors of the Corporation. Any company, organization, or person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its' Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and the street addresses of the persons constituting the initial Board of Directors are:

NAME	ADDRESS
Kevin (Fuzz) Thurston	Electric Motor Rewind of Rupert Idaho, Inc., 214 S. Hwy. 24, PO Box 609, Rupert, ID 83350
Steve Skenzick	HPS Electrical Sales and Service, 3801 N.W. Stewart Pky., Roseburg, OR 97470
Owen O'Neill	Center Electric, Inc., 1212 So. 30 th St., Tacoma, WA 98408
Darold Winn	Herold & Mielenz, Inc., 3531 51 st Ave., Sacramento, CA 95823

ARTICLE IX
MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X
DISTRIBUTION OF DISSOLUTION

Upon dissolutions of the Corporation, the Board of Directors shall, after paying or making provision for the payment on all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation [to such organization(s) as shall at that time qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code, as amended from time to time, in such manner as the Board of Directors shall determine.] Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.


ARTICLE XI
INCORPORATOR

The name and street address of the incorporator is: Dennis Bowns, 5954 Grandview Drive, Boise, Idaho, 83709.

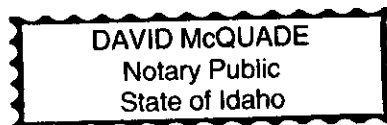
ARTICLE XII
BYLAWS

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Dated this 17 day of February, 2006


Dennis W. Bowns


Notary



Ada County

My commission Expires 05/24/2010