



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**EVERGREEN ENERGY, INC.**

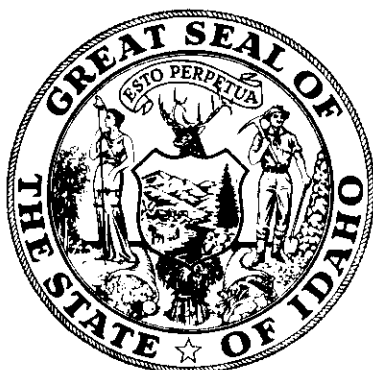
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**EVERGREEN ENERGY, INC.**

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 10, 19 81.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
EVERGREEN ENERGY, INC.

The undersigned, M. G. HITCHCOCK, of legal age, and a citizen of the United States of America, associating himself for the purpose of forming a corporation under the laws of the State of Idaho, do hereby make, adopt, execute, and acknowledge the following Articles of Incorporation, in duplicate, as follows:

ARTICLE I  
Corporate Name

The name of the corporation shall be EVERGREEN ENERGY, INC.

ARTICLE II  
Objects and Purposes

The objects and purposes for which this corporation is formed are as follows:

1. Generation of electrical energy.
2. To buy, rent, lease, acquire, improve, and own all kinds of real and personal property, and to sell, lease, mortgage, release, and dispose of the same.
3. To engage in any and all other business in which a corporation formed under the laws of the State of Idaho may lawfully engage.
4. To issue its own securities and to invest, trade in, and otherwise deal with and in securities of all other kinds.
5. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares as authorized by law.
6. To do each and everything necessary, convenient or advisable for the accomplishment of any of the purposes and objects of this corporation, and to exercise any and all of the powers mentioned in these Articles, as well as any powers now or hereafter expressly or impliedly conferred by the laws of the State of Idaho.

### ARTICLE III

#### Duration

The duration of the corporation shall be perpetual.

### ARTICLE IV

#### Registered Office and Registered Agent

The location of the registered office of the corporation shall be Tamarack, Idaho 93654, and its registered agent shall be ROBERT T. HITCHCOCK at said address.

### ARTICLE V

#### Authorized Capital Stock

The authorized capital stock of this corporation shall be \$50,000 consisting of 50,000 shares of stock of the par value of \$1.00 per share. There shall be but one (1) class of stock.

### ARTICLE VI

#### Directors

The number, qualifications, terms of office, manner of election, time and place of meeting, and the powers and duties of the directors shall be prescribed by the by-laws of this corporation. The number of initial directors shall be three (3) and the names and post office addresses of the initial directors who shall manage the affairs of the corporation and serve as directors until the first annual meeting of the stockholders of the corporation and until the successor directors shall have been elected and qualified according to the provisions of the by-laws are as follows:

|                     |                              |
|---------------------|------------------------------|
| ROBERT T. HITCHCOCK | Tamarack, Idaho 93654        |
| M. G. HITCHCOCK     | White Swan, Washington 98952 |
| R. M. HITCHCOCK     | White Swan, Washington 98952 |

### ARTICLE VII

#### By-Laws

The power to adopt, alter, amend, or repeal By-Laws for this corporation is hereby expressly vested in the Board of Directors of the corporation.

### ARTICLE VIII

#### Incorporator

The name and post office address of the incorporator of this corporation is as follows:

M. G. HITCHCOCK

White Swan, Washington 98952

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of September, 1981.

M. G. Hitchcock  
M. G. HITCHCOCK

STATE OF WASHINGTON     ]  
                                  ] ss.  
County of Yakima         ]

On this day personally appeared before me M. G. HITCHCOCK, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 8th day of September, 1981.

W. J. Johnson  
NOTARY PUBLIC in and for the  
State of Washington, residing  
at Yakima.