



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

~~CLEAN FUELS DEVELOPMENT COALITION, INCORPORATED~~

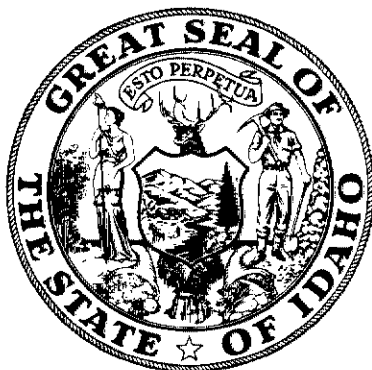
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

~~CLEAN FUELS DEVELOPMENT COALITION, INCORPORATED~~

, duly signed pursuant to the provisions of the Idaho Nonprofit 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 August 12, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

Cynthia L. Kew
Corporation Clerk

ARTICLES OF INCORPORATION

OF

CLEAN FUELS DEVELOPMENT COALITION, INCORPORATED

We, the undersigned, residents of the State of Idaho, desiring to form a corporation pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30 of the Idaho Code, hereby make, subscribe, and acknowledge these Articles as follows:

APR 12 4 44 PM '88
SECRETARY OF STATE

ARTICLE I

NAME

The name of the corporation shall be CLEAN FUELS DEVELOPMENT COALITION, INCORPORATED.

ARTICLE II

PURPOSES, POWERS AND PHILOSOPHY

(a) The corporation is organized as a nonprofit corporation under the Idaho Nonprofit Corporation Act (hereinafter the "Act") for the exclusive purpose of engaging in charitable, benevolent, eleemosynary, educational and scientific activities and pursuits, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and not for the purpose of engaging in any activity for pecuniary profit. In particular, in light of the desirability to reduce automobile emissions in order to clean our air, the Corporation is organized to develop and encourage the production and use of clean automotive fuel through the use of ethanol or other highly oxygenated gasoline additives.

(b) The Corporation shall have and exercise all lawful powers necessary or convenient to carry out any or all of the purposes for which the Corporation is organized.

(c) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the net earnings, income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

(d) This Corporation shall indemnify any trustee, director or officer or former trustee, director or officer of the

Corporation, or any person who may have served at its request as a trustee, director or officer of another corporation, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such trustee, director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such trustee, director or officer may be entitled, under any bylaw, agreement, or vote of the members or otherwise.

ARTICLE III

DISTRIBUTION OF ASSETS OF THE CORPORATION

This Corporation and its property are irrevocably dedicated to the furtherance of production and use of clean automotive fuels toward the end of encouraging use of fuels which are much better for our environment. Upon the liquidation, dissolution or abandonment of the Corporation, if any such condition should occur, its property shall not inure to the benefit of any private person. All the money, property and proceeds of property and distributions on liquidation, dissolution or abandonment of the Corporation, shall pass to and be distributed to some recognized charitable and benevolent institution qualified under law to accept such distribution, which property so distributed shall be used solely for acknowledged charitable purposes.

ARTICLE IV

ORGANIZATION

This Corporation shall have no capital stock. Its organization is one of membership.

ARTICLE V

MEMBERSHIP

(a) There shall be two (2) classes of membership: voting and non-voting.

Voting Class:	Board of Directors
Non-voting Class:	General Members

(b) The Corporate Members delegate total authority and responsibility to the Board of Directors for the operation and management of this Corporation.

ARTICLE VI

BOARD OF DIRECTORS

(a) The Board of Directors shall manage and conduct the affairs and business of this Corporation directly or through its officers and committees.

(c) The Board of Directors referred to hereinafter as Directors, shall consist of at least three (3) and not more than twelve (12) members. The method of selection of Directors and government of the activities of the Directors shall be as provided in the Bylaws. The name and address of the initial Directors who shall serve until the selection of their successors are:

NAME	ADDRESS	TERM OF OFFICE
James T. Glancey	250 North Phillippi Street Boise, Idaho 83706	One Year
Harry W. Griffiths	250 North Phillippi Street Boise, Idaho 83706	One Year
Gary Goldberg	Route 1, Box 229 Kearney, Nebraska 68847	One Year

ARTICLE VII

DURATION

This Corporation shall have perpetual existence.

ARTICLE VIII

AMENDMENT OF ARTICLES

The provisions of these Articles of Incorporation may be amended, altered, or repealed from time to time by the Board of Directors in a manner consistent with the Idaho Nonprofit Corporation Act, other applicable laws and additional provisions authorized by such laws as are then in force.

ARTICLE IX

REGISTERED AGENT AND OFFICE

The Corporation designates Charles F. McDevitt, whose street address is 277 North 6th Street, Suite 200, Boise, Idaho, 83702, its initial registered agent and that such address shall be its initial registered office until hereafter changed.

ARTICLE X

INCORPORATORS

The names and street addresses of the incorporators are as follows:

James T. Glancey

250 North Phillippi Street
Boise, Idaho 83706

Charles F. McDevitt

277 North 6th Street, Suite 200
Boise, Idaho 83702

IN WITNESS WHEREOF, the incorporators hereto have set their hands and seal this 12th day of ~~July~~, 1988.
August


JAMES T. GLANCEY


CHARLES F. MCDEVITT