

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

*TER-WIN ENERGY SYSTEMS, INC.*

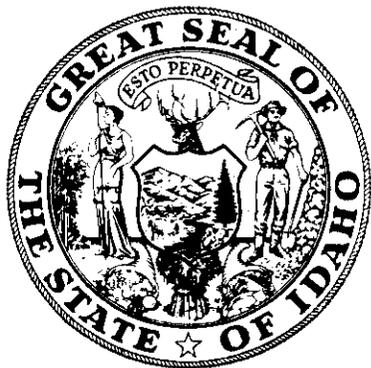
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

*TER-WIN ENERGY SYSTEMS, 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: *August 20, 1982*



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
TER-WIN ENERGY SYSTEMS, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, Ronald M. Lowe, James A. Beverly and Phillip C. Schwinn, all residents of the State of Idaho, and 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:

TER-WIN ENERGY SYSTEMS, INC.

ARTICLE II

That said corporation is formed for the following purposes:

(a) To introduce, erect, operate, conduct, manage, maintain, and carry on an energy related business; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip, and manage offices, manufacturing plants, sales organizations or marketing agencies, and generally to do and perform everything necessary for carrying out the aforesaid purposes; to buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import, and export our own and any other products manufactured, assembled, unassembled, processed or unprocessed, of every class and description.

(b) To purchase and sell farms and ranches and to engage in the business of farming and ranching, and of producing, merchandising, and preserving all kinds of farm meat, products,

and of cultivating, growing, harvesting, cleaning, and packing, shipping, buying, and selling, at wholesale and retail, all kinds of farm and meat products, and to carry on all other business incident thereto or connected therewith; and to do a general commission and broker's business in any or all of the foregoing.

(c) To receive, own, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal properties; to receive, own, acquire, hold, purchase, 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.

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

(e) 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.

(f) 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.

(g) 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.

(h) To do any and all such other acts, things, business or businesses 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 businesses.

(i) To generally engage in, do and perform any enterprise, act or vocation that a natural person might, or could do or perform.

(j) 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 and all 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 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.

(k) 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 not, except where otherwise expressed, 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

The name of the corporation's registered agent, his and the corporation's registered office location and Post Office address in the State of Idaho, is as follows: Ronald M. Lowe, Registered Agent, 481 HWY Dr., P.O. Box 717, Arco, Idaho 83213.

#### ARTICLE IV

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

#### ARTICLE V

That the amount of the corporation shall be \$25,000 divided into 25,000 shares of common stock with the par value of \$1.00 per share. Common stock of the corporation shall be issued as "Small Business Corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

#### ARTICLE VI

That the names and post office address of (1) each of the incorporators, (2) each of the initial directors who shall serve the corporation until the first election of directors,

and (3) the number of shares subscribed by each is as follows:

<u>NAME</u>	<u>INCORPORATOR</u>	<u>DIRECTOR</u>	<u>ADDRESS</u>	<u>SHARES</u>
Ronald M. Lowe	X	X	P.O. Box 717 Arco, Id. 83213	100
James A. Beverly	X	X	P.O. Box 444 Moore, Id. 83255	100
Phillip C. Schwinn	X	X	P.O. Box 717 Arco, Id. 83213	100

#### ARTICLE VII

The private property of 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 taxes, conducting business, or paying debts of the corporation.

#### ARTICLE VIII

The number of directors of the corporation shall be as specified in the Bylaws, provided the number of directors of the corporation shall not be less than allowed by law. In case of any increase in the number of directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

Officers of the corporation need not be stockholders. Any two or more offices may be held by the same one person. 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



to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



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Notary Public for Idaho  
Residing at Arco, Idaho