

**FILED/EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**EPICENTER AQUACULTURE, INC.**

01 FEB -9 AM 9:28

STATE OF IDAHO

The undersigned incorporator, desiring to form a corporation under the Idaho Business Corporation Act, adopts the following articles of incorporation

**ARTICLE I**

The name of the corporation is EPICENTER AQUACULTURE, INC.

**ARTICLE II**

The purpose for which the corporation is formed is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE III**

Subject to dissolution in the manner provided by law, the period of duration of the corporation is perpetual.

**ARTICLE IV**

The address of the corporation's initial registered office in Idaho is:

HC 61, Box 3016  
Challis, Idaho 83226

The name of the corporation's initial registered agent at that address is:

Mark L. Luper

**ARTICLE V**

The aggregate number of shares which the corporation has authority to issue is 100 shares. All of such shares have a Ten Dollar (\$10.00) par value.

IDAHO SECRETARY OF STATE

04/09/2001 09:00  
CK: 5404 CT: 32301 BH: 389814

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## ARTICLE VI

The number of directors constituting the initial board of directors is six (6) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

Mark L. Lupher  
HC 61, Box 3016  
Challis, Idaho 83226

Jo Anne W. Lupher  
HC 61, Box 3016  
Challis, Idaho 83326

Marsha Jo Lupher Lambregts  
1978 Danbury Circle  
Idaho Falls, Idaho 83404

Johannes A.D. Lambregts  
1978 Danbury Circle  
Idaho Falls, Idaho 83404

Kerry Anne Lupher  
15502 Huron Street  
Broomfield, Colorado 80020

Mark L. Lupher, Jr. Ph.D.  
16920 26<sup>th</sup> Avenue N.E.  
Lake Forest Park, Washington 98155

## ARTICLE VII

The name and address of the incorporator is:

Mark L. Lupher  
HC 61, Box 3016  
Challis, Idaho 83226

ARTICLE VIII

The private property of the shareholders of this corporation is not subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

ARTICLE IX

In the event the stockholders of the corporation ever elect to be taxed pursuant to the S corporation provisions of the Internal Revenue Code of 1986, as amended ("Election"), then to the extent allowed by law, the corporation and the Board of Directors will each year, on or before the due date(s) for estimated payment(s) of federal and applicable state and local income taxes, pay to the stockholders, by way of salary, bonus, dividend or otherwise, sufficient money for each stockholder to pay the federal and applicable state and local income taxes due for the applicable time periods. In the event of an Election, neither any stockholder nor any of the officers of the corporation may, without the prior written consent of the record holders of more than fifty-one percent (51%) of the then outstanding shares of stock in the corporation, make or effect any transfer of any shares of stock in the corporation that would cause a termination or invalidation of the Election.

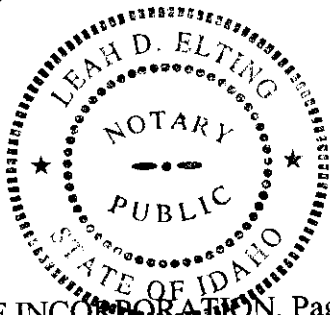
IN WITNESS WHEREOF, I have hereunto set my hand this 4 day of April, 2001.

Mark L. Lupher  
MARK L. LUPHER

STATE OF IDAHO                    )  
  ) ss.  
County of Twin Falls            )

On this 4<sup>th</sup> day of April, 2001, before me, the undersigned, a Notary Public in and for said County and State, personally appeared MARK L. LUPHER, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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



Leah D. Elting  
NOTARY PUBLIC FOR IDAHO  
Residing at Twin Falls  
My commission expires 6-15-2004