

# Department of State.

**CERTIFICATE OF AUTHORITY  
OF  
ENERGENICS SYSTEMS INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **ENERGENICS SYSTEMS INC.**

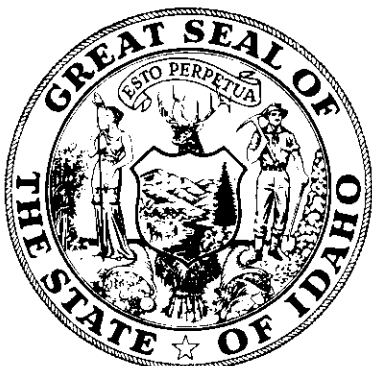
\_\_\_\_\_ for a Certificate of Authority to transact business in this State,  
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to ENERGENICS SYSTEMS INC.

to transact business in this State under the name ENERGENICS SYSTEMS INC.

\_\_\_\_\_ and attach hereto a duplicate original of the Application  
for such Certificate.

Dated November 2, 1981



Robt. C. Canaruna

SECRETARY OF STATE

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is ENERGENICS SYSTEMS INC.
2. \*The name which it shall use in Idaho is Energenics Systems Inc.
3. It is incorporated under the laws of The State of Texas
4. The date of its incorporation is February 4, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 4300 First National Bank Building, Dallas, Texas 75202
6. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Commercial development of energy projects
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Granville J. Smith II	COB/VP/Dir.	1727 Q St., N.W., Wash.D.C. 20009
Thomas H. Clarke, Jr.	Pres/Dir.	1727 Q St., N.W., Wash.D.C. 20009
Steven E. Levy	Chief Fin.Ofr/Dir.	1727 Q St., N.W., Wash.D.C. 20009
Joan C. Hunziker	V.P./Dir.	1727 Q St., N.W., Wash.D.C. 20009
R. John Stanton, Jr.	Director	Pennzoil Place, Houston, TX 77002
Stephen C. Cook	Director	Pennzoil Place, Houston, TX 77002

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100,000</u>	<u>Common Stock</u>	<u>No par value</u>
<u>                    </u>	<u>                    </u>	<u>                    </u>
<u>                    </u>	<u>                    </u>	<u>                    </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>2,250</u>	<u>Common Stock</u>	<u>No par value</u>
_____	_____	_____
_____	_____	_____

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated October 27, 19 81.

ENERGENICS SYSTEMS INC.

By

[Signature]

Its \_\_\_\_\_ President

and

Granville J. Smith II

Its \_\_\_\_\_ Secretary

STATE OF District of Columbia )  
 )ss:  
COUNTY OF \_\_\_\_\_ )

I, Albertine B. Lee, a notary public, do hereby certify that on this 27th day of October, 19 81, personally appeared before me Granville J. Smith II, who being by me first duly sworn, declared that he is the Secretary of Energenics Systems Inc.

that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

Albertine B. Lee

Notary Public  
MY COMMISSION EXPIRES JULY 31, 1986

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



# The State of Texas

## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

ENERGENICS SYSTEMS INC.

Articles of Incorporation

February 4, 1981

Amendment

July 2, 1981

*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this*

*.29th. day of....September....., A. D. 19 .81.*

  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
ENERGENICS SYSTEMS INC.

FILED  
In the Office of the  
Secretary of State of Texas

FEB 04 1981

CLERK I.A.  
Corporation Division

The undersigned natural person, of the age of eighteen years or more, a citizen of the State of Texas, acting as an incorporator of a corporation under the Texas Business Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is ENERGENICS SYSTEMS INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

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

ARTICLE FOUR

The aggregate number of shares of Common Stock which the corporation shall have authority to issue is One Hundred Thousand (100,000), no par value.

ARTICLE FIVE

No holder of any class of shares of the corporation shall have a preemptive right to subscribe for or purchase any shares of stock of any class, whether now or hereafter authorized, or any notes, bonds, debentures, warrants, options, rights or evidences of indebtedness, whether or not convertible into or exchangeable for any such security. This Article may not be amended to eliminate such pre-emptive right except by the unanimous vote of all shareholders.

ARTICLE SIX

At each election of directors, every shareholder entitled to vote at such election has the right: (i) to vote the number of voting shares owned by him for as

many persons as there are directors to be elected (and for whose election he has a right to vote); or (ii) to cumulate his votes by giving one candidate the number of votes equal to the number of such directors multiplied by the number of his voting shares, or by distributing such votes on the same principle among any number of such candidates.

A shareholder who intends to cumulate his votes must give written notice of his intention to the secretary of the corporation before the date of the election at which such shareholder intends to cumulate his votes; and all shareholders may cumulate if any shareholder gives such notice.

#### ARTICLE SEVEN

The corporation will not commence business until it has received for the issuance of shares consideration of the value of at least One Thousand Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

#### ARTICLE EIGHT

The post office address of its initial registered office is 4300 First National Bank Building, Dallas, Texas 75202, and the name of its initial registered agent at such address is Linda A. Wertheimer.

#### ARTICLE NINE

The corporation may indemnify any person (and the heirs, executors and administrators of such person) who is or was a director, officer, employee or agent of the corporation, or of any other corporation, foreign or domestic, or any partnership, proprietorship, trust, association or other enterprise, whether engaged in business for profit or being a nonprofit enterprise, against any and all liabilities and reasonable expenses incurred by him in connection with or resulting from any claim, action, suit or proceeding, whether brought by or in the right of the corporation or otherwise and whether civil, criminal, administrative or investigative in nature, or in connection with an appeal relating thereto, in which he has become involved as a party or is threatened to be made a party or otherwise, by reason of being or having been such a director, officer, employee or agent (whether or not a director, officer, employee or agent at the time such liability and expense may be incurred) to the full extent not prohibited by the laws of Texas, these Articles of Incorporation, or the bylaws of this corporation as the same shall exist at the time of such indemnification.

#### ARTICLE TEN

The Board of Directors of the corporation is expressly authorized and empowered to make, alter, amend or repeal the bylaws of the corporation or to adopt new bylaws.

## ARTICLE ELEVEN

The Board of Directors shall consist of not less than one (1) nor more than five (5) persons as provided from time to time in the bylaws of the corporation. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of such persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Thomas H. Clarke, Jr.  
1727-B Q Street, N.W.  
Washington, D.C. 20009

Joan C. Hunziker  
1727-B Q Street, N.W.  
Washington, D.C. 20009

Granville J. Smith, II  
1727-B Q Street, N.W.  
Washington, D.C. 20009

## ARTICLE TWELVE

The name and address of the incorporator is:

Linda A. Wertheimer  
4300 First National Bank Building  
Dallas, Texas 75202

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of February, 1981.

Linda A. Wertheimer

THE STATE OF TEXAS   X  
                                  X  
COUNTY OF DALLAS    X

I, the undersigned Notary Public, do hereby certify that on this the 2nd day of February, 1981, personally appeared before me LINDA A. WERTHEIMER, who being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true and correct.

My Commission Expires:

May 8, 1984

Macquelyn Wolverton  
Notary Public in and for  
Dallas County, Texas  
MACQUELYN WOLVERTON  
Printed Name of Notary Public

ARTICLES OF AMENDMENT

ARTICLE ONE

The name of the corporation is ENERGENICS SYSTEMS

ARTICLE TWO

The following amendments to the Articles of Incorporation were adopted on May 12, 1981. All of the 1,500 outstanding shares entitled to vote have signed a consent in writing adopting the Amendment.

Article Five is amended to read:

The holder of any class of shares of the Corporation shall have a preemptive right to subscribe for or purchase additional, unissued, or treasury shares of stock of any class, whether now or hereafter authorized, and any notes, bonds, debentures, warrants, options, rights, evidences of indebtedness, whether or not convertible into or exchangeable for any such security, except to the extent limited or denied by the Texas Business Corporation Act.

Article Six is amended to read:

At each election of Directors, every Shareholder entitled to vote at such election has the right to vote the number of voting shares owned by him for as many persons as there are Directors to be elected (and for whose election he has a right to vote). No shareholder may cumulate his vote by giving one candidate as many votes as the number of Directors to be elected multiplied by his shares shall equal or by distributing such votes on the same principle among any number of such candidates.

Article Eleven is amended to read:

The Board of Directors shall consist of not less than one (1) or more than six (6) persons as provided from time to time in the bylaws of the Corporation. The number of Directors constituting the initial Board of Directors is three (3), and the names and addresses of such persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Thomas H. Clarke, Jr.  
1727-B Q Street, N.W.  
Washington, D.C. 20009

Joan C. Hunziker  
1727-B Q Street, N.W.  
Washington, D.C. 20009

FILED  
Office of the Secretary of State of Texas  
JUL 02 1981  
Corporation Division



Granville J. Smith II  
1727-B Q Street, N.W.  
Washington, D.C. 20009

Article Twelve is amended to read:

The Corporation may create and issue, whether or not in connection with the issuance and sale of any of its shares or other securities, rights or options entitling the holders thereof to purchase from the corporation any of its shares. Such rights or options shall be evidenced in such manner as the Board of Directors shall approve and shall set forth the terms upon which, and the price or prices at which such shares may be purchased from the Corporation upon the exercise of any such right or option.

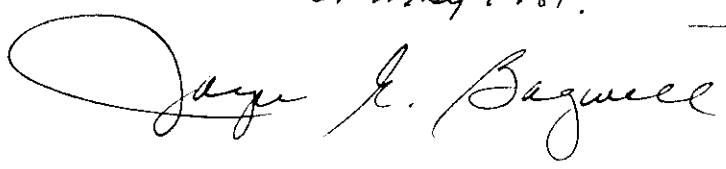
Article Thirteen is amended to read:

The name and address of the incorporator is:

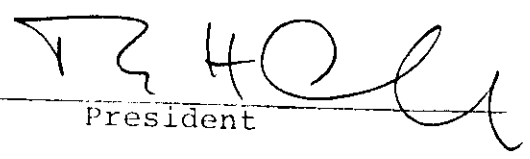
Linda A. Wertheimer  
4300 First National Bank Building  
Dallas, Texas 75202

WASHINGTON, D.C.

SUBSCRIBED AND  
Sworn to BEFORE ME  
THIS 21<sup>ST</sup> OF May 1981.



My Commission Expires June 14, 1982

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary