



CERTIFICATE OF INCORPORATION
OF

INTERMOUNTAIN 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 _____

INTERMOUNTAIN 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: *January 11, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF THE STATE OF IDAHO

INTERMOUNTAIN ENERGY SYSTEMS, INC.
STATE

KNOW ALL MEN BY THESE PRESENTS: that we, the undersigned, all being citizens of the United States of legal age, this day having voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby certify:

ARTICLE I

NAME

The name of this corporation shall be Intermountain Energy Systems, Inc.

ARTICLE II

BUSINESS, OBJECTS, PURPOSES AND POWERS

(a) To engage in the general business of buying, selling, distributing, manufacturing, leasing, servicing, repairing and otherwise dealing with merchandise and goods; both wholesale and retail.

(b) To acquire by purchase or lease, or otherwise, lands and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or so occupied by the Corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures at any time owned or held by the Corporation.

(c) To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the shares of its own capital stock owned by it shall not be voted upon directly

or indirectly.

(d) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this Corporation, with any persons, firms, corporations, associations, any state, territory, municipality, county and political subdivision of the United States or any foreign country, government or body politic.

(e) To acquire and hold all or any part of the capital stock, assets, or good will of any business, or any persons, firm, association or corporation engaged in any business, and to hold, utilize and in any manner dispose of the whole or any part of the stock, assets, good will and rights so acquired to conduct in any lawful manner in whole or in part any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(f) To borrow money for any purpose and pursuant to any power of this Corporation, without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this Corporation, for the moneys so borrowed, or in payment for property acquired, or for any other objects, purposes and powers of this Corporation, or in connection with its business; to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this Corporation wheresoever situated.

(g) To carry out all or any part of the herein stated objects, purposes and powers as principal or agent, or otherwise, either alone or in conjunction with any person, association or other corporation and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and such things and to exercise any and all

such powers as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the powers of this Corporation, or the statutes of the State of Idaho.

(h) To conduct its business in all or any part of its branches in the State of Idaho and in any and all other states, territories, possessions, colonies and dependencies of the United States of America and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within or outside the State of Idaho.

(i) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein set forth, and to do every act or acts, thing or things incidental or appurtenant to or growing out of or connected with the Corporation.

(j) The objects specified herein shall, except as otherwise expressed, be in no way limited or restricted by references or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs of these Articles shall be regarded as independent objects, purposes and powers.

ARTICLE III

DURATION

The period of existence and the duration of the life of this Corporation shall be perpetual.

ARTICLE IV

PLACE OF BUSINESS

The location and mailing address of the registered office of this Corporation in the State of Idaho shall be 910 South Washington, Emmett, Gem County, Idaho 83617. The registered agent of this Corporation shall be Brian J. Sporleder, whose address is 910 South Washington, Emmett, Idaho 83617.

ARTICLE V

STOCK

This Corporation is authorized to issue one class of shares of its capital stock to be designated as common stock; the total number of shares of common stock which this Corporation shall be authorized to issue is 500. The aggregate par value of the capital stock of this Corporation shall be \$50,000.00, and the par value of each of said shares of common stock shall be \$100.00. All holders of this Corporation's common stock shall be entitled to one vote for each share of stock held, exercisable either in person or proxy, at any annual or specially called meeting of stockholders.

ARTICLE VI

NONASSESSABLE STOCK

The capital stock of this Corporation, when issued, shall be fully paid and nonassessable; and the private property of the shareholders of this Corporation shall not be liable for the debts, obligations or liabilities of this Corporation.

ARTICLE VII

PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have such preemptive rights as are provided by law.

ARTICLE VIII

INCORPORATORS

The name and mailing address of each of the incorporators of this Corporation, and number of shares of said common capital stock subscribed by each of those incorporators are as follows:

<u>Name</u>	<u>Mailing Address</u>	<u>Shares Subscribed</u>
Brian J. Sporleder,	3654 W. Central Rd.	One
	Emmett, Idaho, 83617	
Wayne D. Thiel	910 S. Washington	One
	Emmett, Idaho, 83617	

Each of the persons above enumerated as incorporators is a natural person over the age of twenty-one years and is a citizen of the United States of America.

ARTICLE IX

DIRECTORS-BY LAWS

(a) The number of directors shall be specified in the By-Laws of the Corporation and such number may from time to time be increased or decreased in such manner as prescribed by the By-Laws in accordance with Idaho Law. A director of this Corporation shall not be required to be a holder of any of the shares of common stock of the Corporation.

(b) The directors shall have the power to repeal and amend the By-Laws and adopt new By-Laws from time to time as they deem proper for the management of the affairs of the Corporation. A two-third vote of the Board of Directors shall be required to repeal and amend By-Laws and adopt new By-Laws.

(c) The initial Board of Directors shall consist of the following named persons who shall serve until the first meeting of shareholders at which time their successors shall be elected by the shareholders:

Brian J. Sporleder	3654 W. Central Road, Emmett, Idaho, 83617
Wayne D. Thiel	910 S. Washington, Emmett, Idaho, 83617

ARTICLE X

TRANSACTIONS WITH DIRECTORS OR OTHER INTERESTED PARTIES

No contract or other transactions between this Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecunarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecunarily or otherwise interested in, any contract or transaction of the Corporation; provided however, that the fact he or such firm is so interested shall be disclosed or shall have been known to the directors, or a majority thereof; and any director of this Corporation who

IN WITNESS WHEREOF, We, the undersigned, for the purpose of forming this Corporation under the statutes of the State of Idaho, have executed these Articles of Incorporation this 31 day of Dec, 1981.

STATE OF IDAHO)
) ss
County of Gem)

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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