

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

FEB 1 2 22 PM '02

OF

SECRETARY OF **A PLUS ENERGY MANAGEMENT, INC.**

1. **Name.** The name of the corporation is **A Plus Energy Management, Inc.**
2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be **One Hundred Thousand (100,000)**, all of which shall be common voting stock.
3. **Registered office and agent.** The registered office of the corporation is at 58 Harris Creek Road, Horseshoe Bend, Idaho 83629, and its registered agent at that address is **Mark T. Gostomski**.
4. **Incorporator.** The name of the incorporator is **Mark T. Gostomski**, and the incorporator's address is 58 Harris Creek Road, Horseshoe Bend, Idaho 83629.
5. **Elimination of Board of Directors.** The incorporator shall be the initial shareholder of the corporation and hereby agrees to eliminate the Board of Directors, pursuant to Idaho Code, §30-1-732. The provisions of said Agreement shall be noted conspicuously on the front or back of each certificate for outstanding shares or on the information statement required by Idaho Code, §30-1-626(2).
6. **Indemnification.** The corporation shall indemnify the officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

In witness whereof, I have subscribed these Articles of Incorporation this 25th day of JANUARY, 2002.


Mark T. Gostomski

IDAHO SECRETARY OF STATE
02/01/2002 05:00
CK: 3965 CT: 64508 BH: 443766
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