

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ENERGY-WISE PRODUCTS, INC.

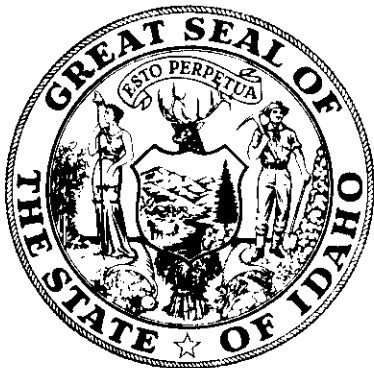
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ENERGY-WISE PRODUCTS, 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 December 31, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
ENERGY-WISE PRODUCTS, INC.

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SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together, and do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

ARTICLE I.

The name of the Corporation is "ENERGY-WISE PRODUCTS, INC."

ARTICLE II.

The purpose for which this Corporation is formed is to engage in the sale and installation of alternative energy and energy conservation products.

ARTICLE III.

The capital of this Corporation shall be divided into 100 shares of \$100.00 par value common stock, for a total authorized capital of \$10,000.00.

ARTICLE IV.

No holder of shares of the Corporation of any class shall be entitled as of right to subscribe for, purchase, or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debentures or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors, in their absolute discretion, may deem advisable.

ARTICLE V.

The Corporation is to have perpetual existence.

ARTICLE VI.

The number of Directors of the Corporation shall be fixed from time to time by the Bylaws and may be altered from time to time by the Bylaws. None of the Directors need to be a stockholder or a resident of the State of Idaho.

ARTICLE VII.

The private property of the stockholders shall not be subject to the payment of the Corporate debts to any extent whatever.

ARTICLE VIII.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- 1) To make, alter or repeal the Bylaws of the Corporation.
- 2) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.
- 3) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to reduce or abolish any such reserve in the manner in which it was created.
- 4) By Resolution passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two (2) or more of the Directors of the Corporation, which, to the extent provided in the Resolution or in the Bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by Resolution adopted by the Board of Directors.

5) When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of all of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its Corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, or other securities of, or both, any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interests of the Corporation.

ARTICLE IX.

Provided fair disclosure is made to the Board of Directors, and in the absence of fraud, no contract or other transaction between this Corporation and any other person, firm or corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested in or is a director, member, or officer of such other corporation or of such person, firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm association or partnership. Any director whose interest in any such contract or transaction arises solely by reason of the fact that he is a stockholder, officer or creditor of such other corporation (or solely by reason of the fact that he is a director of such other corporation or partner in such firm where such dealing, contract or arrangement is made by officers or employees of the Corporation in the ordinary performance of their duties and without the actual participation of such director) shall not be deemed interested in such contract or other transaction under any of the provisions of this Article, nor shall any such contract or transaction be void or voidable, nor shall any such director be liable to account because of such interest nor need any such interest be disclosed.

Apart from, and in addition to, the other provisions of this Article, no contract or other transaction between the Corporation and any other corporation or firm which provides for the purchase or sale of securities by such other corporation or firm upon terms not less favorable to the Corporation than offered by such other corporation or firm to others, shall in any case be void or voidable because of the fact that directors of the Corporation are directors of such other corporation or partners in such firm, nor shall any such director be deemed interested in such contract or other transaction under any of the provisions of this Article, nor shall any such directors be liable to account in respect thereof.

No contract or other transaction between the Corporation and any other corporation, at least a majority of the stock of which having voting power is owned or controlled by the Corporation or which owns or controls at least a majority of the stock having voting power of the Corporation, shall in any case be void or voidable because of the fact that directors of the Corporation are directors of such other corporation, nor shall any such director be deemed interested in such contract or other transaction under any of the provisions of this Article, nor shall any such director be liable to account because of such interest nor need any such interest be disclosed.

Any contract or act that shall be approved or ratified by the vote of the holders of a majority of the capital stock of the Corporation having voting power which is represented in person or by proxy at any annual meeting of the stockholders or at any special meeting called for the purpose, among others, of considering the approval or ratification of the acts of officers or directors (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all its stockholders as though it had been approved or ratified by every stockholder of the Corporation.

ARTICLE X.

The Corporation may indemnify any and all persons who may serve or who have served at any time as directors or officers or who, at the request of the Board of Directors of the Corporation, may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid.

upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

ARTICLE XI.

Meetings of stockholders may be held outside the State of Idaho, if the Bylaws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Election of Directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE XII.

The Corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner now or hereafter prescribed by statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XIII.


The names and places of residence of the Incorporators and initial Directors are as follows:

Leo V. Akers	11533 Ustick Rd. Boise, Idaho 83704
Annabella M. Akers	11533 Ustick Rd. Boise, Idaho 83704
John N. Smith, Jr.	7101 San Fernando Dr. Boise, Idaho 83704
Barbara J. Smith	7101 San Fernando Dr. Boise, Idaho 83704

ARTICLE XIV.

The principal place of business of the Corporation shall be 11533 Ustick Road, Boise, Idaho, 83704, and the registered agent is Leo V. Akers.

IN WITNESS WHEREOF, we have hereunto set our hands this 31st day of December, 1980.



Leo V. Akers



Annabella M. Akers



John N. Smith, Jr.



Barbara J. Smith