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SECRETARY OF STATE
STATE OF UTAH

The undersigned, being the original incorporator herein named, for the purpose of forming a corporation under the general corporation laws of the State of Idaho to do business within and without the State of Idaho, does make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true:

The name of the corporation is:

ARTICLE II

RESIDENT AGENT AND REGISTERED OFFICE

Section 2.03. **Other Offices.** The corporation may also maintain offices for the transaction of any business at such other places within or without the State of Idaho as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of directors and stockholders may be held outside the State of Idaho with the same effect as if in the State of Idaho.

The amount of the total authorized capital stock of this corporation is Ten Million shares (10,000,000) of common stock, \$0.01 par value. The Common Stock may be issued from time to time upon approval of the Board of Directors, subject to limitations that may be contained in the Company's By-Laws. The Common Stock may be issued for such consideration as may be fixed from time to time by the Board of Directors

The Board of Directors may issue such shares of Common Stock in one or more series, at such price and in such number of each series, with such voting powers, designations, preferences and rights of qualifications, limitations, or restrictions thereof as shall be stated in the resolution or resolutions adopted by them, subject to any required approval by the Shareholders.

Section 4.01. **Governing Board**. The members of the governing board of the corporation shall be styled as directors.

Section 4.02. **Initial Board of Directors.** The initial Board of Directors shall consist of not less than one (3) nor more than seven (7) members as set forth in the Bylaws. The names and addresses of the initial members of the Board of Directors are as follows:

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IDAHO SECRETARY OF STATE ~~15~~
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 1 @ 20.00 = 20.00 EXPEDITE C # 3

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<u>Name</u>	<u>Address</u>
Hugh Canady	4343 North Rancho Drive Suite 214 Las Vegas, Nevada 89130
C. Dean Homayouni, Esq., CPA	4343 North Rancho Drive Suite 214 Las Vegas, NV 89130
Brad Hall	P.O. Box 50620 Idaho Falls, Idaho 83405

These individuals shall serve as Director until the first annual meeting of the stockholders or until their successors shall have been elected and qualified.

Section 4.03. **Change in Number of Directors.** The number of specific or total directors may be increased or decreased by a duly adopted amendment to the Bylaws of the corporation.

ARTICLE V INCORPORATOR

The name and address of the Incorporator is:

**C. Dean Homayouni, Esq., CPA
4343 North Rancho Drive, Suite 214
Las Vegas, NV 89130**

ARTICLE VI DIRECTORS' AND OFFICERS' LIABILITY

A director or officer of the corporation shall not be personally liable to this corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, but this Article VI shall not eliminate or limit the liability of a director or officer for (i) acts or omissions which involve intentional misconduct, fraud, or a knowing violation of law or (ii) the payment of distributions in violation of Idaho Statutes. Any repeal or modification of this Article by the stockholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

ARTICLE VII INDEMNITY

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the corporation or is or was serving at the request of the corporation or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Idaho from time to time against all expenses, liability, and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification

shall be a contract right which may be enforced in any manner desired by such person. The expenses of officers and directors incurred in defending a civil or criminal action, suit, or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation. Such right of indemnification shall not be exclusive of any other right which such directors, officers, or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-Law, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this Article.

ARTICLE VIII AMENDMENTS

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or its Bylaws in the manner now or hereafter prescribed by statute or by these Articles of Incorporation or said Bylaws, and all rights conferred upon the stockholders are granted subject to this reservation.

ARTICLE IX POWERS OF DIRECTORS

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

- (1) Subject to the Bylaws, if any, adopted by the stockholders, to make, alter, or repeal the Bylaws of the corporation;
- (2) To authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real and personal property of the corporation;
- (3) To authorize the guaranty by the corporation of securities, evidences of indebtedness, and obligations of other persons, corporations, and business entities;
- (4) 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 abolish any such reserve; and
- (5) By resolution adopted by a majority of the whole Board, to designate one or more committees, each committee to consist of one 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.

All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided herein or by law.

IN WITNESS WHEREOF, I have hereunto set my hand this 3rd day of March 2006, hereby declaring and certifying that the facts stated hereinabove are true.



C. Dean Homayouni, Esq., CPA