

ARTICLES OF INCORPORATION

OF

SEP 22 12 57 PM '97

IDAHO PROFESSIONAL PETROLEUM CONTRACTORS, INC.

Pursuant to the provisions of the Idaho Nonprofit Corporation Act, the undersigned acting as the incorporators of a nonprofit corporation adopt the following Articles of Incorporation for such nonprofit corporation.

ARTICLE I - NAME

The name of this nonprofit corporation is the IDAHO PROFESSIONAL PETROLEUM CONTRACTORS, INC. (the "IPPC" or "Corporation").

ARTICLE II - DURATION

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

ARTICLE III - PURPOSES AND POWERS

Section 1. The Corporation has been created for the following purposes:

(a) To encourage the adoption of licensing and certification requirements for petroleum equipment contractors in the State of Idaho;

(b) To establish and maintain high standards of workmanship, safety, and environmental compliance for construction and service work performed in the petroleum industry in the State of Idaho.

(c) To provide leadership, professionalism, and quality services to petroleum contractors and customers;

IDAHO SECRETARY OF STATE

09/22/1997 09:00

CK: 5397 CT: 22023 DH: 40557

1 @ 100.00 = 100.00 CORP

C 120944

(d) To provide education, training, and expertise to Members of the IPPC, customers and governmental agencies;

(e) To encourage the development and adoption of coordinated, rational and consistent federal, state and local laws, regulations and policies affecting petroleum contractors;

(f) To consider, express and promote the common interests of petroleum contractors;

(g) To promote the advantages of dealing with contractors who are Members of the IPPC;

(h) To improve communication among petroleum contractors, customers, suppliers and the general public;

(i) To work together with other public and private interests to achieve the objectives of the Corporation.

(j) To provide a forum to do any and all lawful acts as may be necessary or desirable to attain the purposes of the Corporation;

Section 2. The powers of the Corporation are:

(a) To do all things necessary or convenient to carry out the affairs of the Corporation including, without limitation, the power to establish conditions for admission of members; admit members, issue memberships, and impose dues upon members.

(b) To make and amend Bylaws not inconsistent with these Articles of Incorporation for regulating and managing the Corporation.

(c) To purchase, receive, lease or otherwise acquire, and own, hold, improve, use and otherwise deal with, personal property, or any legal or equitable interest in personal property, wherever located.

(d) To sell, convey, pledge, lease, exchange and otherwise dispose of all or any part of its property.

(e) To make contracts and guarantees, incur liabilities, borrow money, and secure any of its obligations by pledge of any of its property.

(f) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Idaho by law may now or hereafter have, subject to only the limitations contained in the Nonprofit Corporation Act, these Articles, the Bylaws, and any other applicable law as amended or supplemented.

ARTICLE IV - REGISTERED AGENT

The name of the initial registered agent of the Corporation is John McCreedy and the address of the registered agent is 1275 Shoreline Lane, Boise, Idaho 83702.

ARTICLE V - NONPROFIT CORPORATION

The Corporation shall be a nonprofit, membership corporation and no dividends or pecuniary profits shall be declared or paid to the Members.

ARTICLE VI - INCORPORATORS

The names and addresses of the persons forming this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Clint J. Wilson	219 West 40th Boise, ID 83714
Norm Hobson	4111 Overland Road Boise, ID 83705
Jon G. Boyd	102 Poplar Street Coeur d'Alene, ID 83814

ARTICLE VII - DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number, qualifications, and election of such Directors shall be as set forth in the Bylaws of the Corporation. The existing Directors may fill any vacancies pending a Membership meeting. The names and addresses of the persons who are to serve as initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Clint J. Wilson	219 West 40th Boise, ID 83714
Norm Hobson	4111 Overland Road Boise, ID 83705
Jon G. Boyd	102 Poplar Street Coeur d'Alene, ID 83814
Jim Day	P.O. Box 4320 Pocatello, ID 83201
Lloyd R. Hardy	104 North 3700 East Rigby, ID 83442

ARTICLE IX - AMENDMENTS

These articles may be amended in the manner provided by the Idaho Nonprofit Corporation Act at the time of amendment.

ARTICLE X - DISSOLUTION


The Corporation may be dissolved in the manner provided by the Idaho Nonprofit Corporation Act at the time of dissolution. Upon dissolution of the Corporation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any


nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

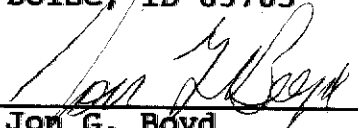
ARTICLE XI - LIMITATIONS ON MEMBERS LIABILITY

The private property of Members of this Corporation shall not be liable for the debts of the Corporation.

IN WITNESS WHEREOF, we have signed duplicate originals of these Articles of Incorporation this 27th day of August, 1997.


Name: Clint J. Wilson
Address: 219 West 40th
Boise, ID 83714


Name: Norm Hobson
Address: 4111 Overland Road
Boise, ID 83705


Name: Jon G. Boyd
Address: 102 Poplar Street
Coeur d'Alene, ID
83814