

CERTIFICATE OF INCORPORATION  
OF

IDAHO SOLAR PRODUCTS, INC.

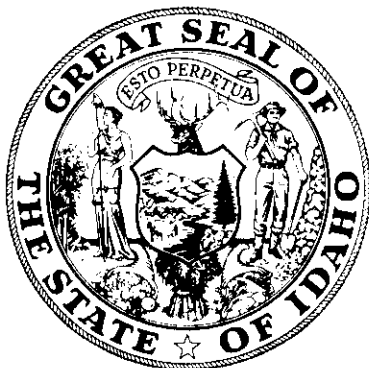
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

IDAHO SOLAR 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: *January 22, 1982*



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION OF

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KNOW ALL MEN BY THESE PRESENTS:

SECRETARY OF  
STATE

That we, the undersigned, do hereby voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of IDAHO, and we do hereby certify as follows:

ARTICLE I

The name of the corporation is: Idaho Solar Products, Inc.

ARTICLE II

The specific business in which the corporation is primarily to engage in is in the retail and wholesale of solar space and water heating systems and energy related components.

ARTICLE III

1) The general purpose for which this corporation is formed is to install, retail and wholesale solar space and water heating systems and related components.

2) To own, operate, maintain, equip, improve, alter, manage, and otherwise deal with, use and enjoy, to invent, design, develop, assemble, build, construct, fabricate, manufacture, buy, import, lease as lessee, and otherwise acquire, to mortgage, deed in trust, pledge and otherwise encumber, and to sell, by retail or wholesale, export, lease as lessor, and every sort, nature and description.

3) To construct, lease, rent or otherwise acquire and maintain all facilities necessary or convenient in the prosecution of the business of this corporation.

4) To enter into, make, perform and carry out contracts of every kind which may be necessary or convenient for the business of this corporation, with any person, firm, corporation, private, public or municipal body politic, any state, territory, or municipality of the United States, or any foreign government, colony or body politic.

5) To acquire by purchase, subscription, or otherwise, hold, mortgage, pledge, sell, assign, transfer, exchange or otherwise dispose of shares of the stock of, or voting trust certificates for shares of the stock of, or any bonds or other securities, evidence of indebtedness or obligations created by any other corporation or corporations organized under the laws of the State of **IDAHO** or any other state, or any country, nation or government, and to pay therefore, in whole or in part, with cash or other property, or with shares, bonds or other obligations of this corporation, and while the owner or holder of any such shares, of bonds or other securities, or evidence of indebtedness or obligations of such corporation or corporations, to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including the right to vote thereon and to consent in respect thereof for any and all purposes.

6) To act as financial, commercial or general agent, other than fiscal or transfer agent, factor or representative, or individuals, partnerships, trustees, associations, joint stock companies, corporations or syndicates, and as such to develop and extend their business, and to aid in any of their lawful enterprises, insofar as the corporations organized under the laws of the State of **IDAHO** may lawfully do so, and to the same extent, to manufacture, buy or otherwise acquire, sell or otherwise dispose of, import, export, distribute and deal in, as principal or agent, goods, wares, and merchandise of every kind and nature.

7) To promote, aid and assist, financially or otherwise, corporations, co-partnerships, joint stock companies, syndicates, trustees, associations and individuals to the extent legally permissible to a corporation organized under the laws of the State of California, and to a like extent endorse and underwrite the shares, bonds, debentures, notes, securities or other obligations or undertakings of any corporation, co-partnership, joint venture stock company, association, syndicate, trustee or individual and to guarantee the payment of any dividends, or the principal or interest upon bonds, notes, debentures or other obligations of, or the performance of any contracts by any corporation, co-partnership, joint stock company, association, syndicate, trustee or individual.

8) To adopt, apply for, obtain, register, purchase, lease or otherwise acquire, and to maintain, protect, hold, use, own, exercise, develop, operate, and introduce, and to sell, grant licenses or other rights in respect of, assign, trade names, patent, patent rights, copyrights and distinctive marks and rights analogous thereto, and inventions, improvements, processes, formulate and the like, including such thereof as may be covered by, used in connection with, or secured or received under letters patent of the United States of America, or elsewhere, or otherwise, which may be deemed capable of use in connection with the business of this corporation, and to acquire, use, exercise or otherwise turn to account, licenses in respect of any such trademarks, trade names, patents, patent rights, copyrights, inventions, improvements, processes, formulate and the like.

9) To acquire all or any part of the good will, rights, assets and business of any person, firm, association or corporation heretofore or hereafter engaged in any business, in whole or part, similar to the business of this corporation, and to hold, utilize and in any manner dispose of the whole, or any part of the business

thus acquired.

10) To purchase, lease as leasee, take in exchange, or otherwise acquire, and to own, hold, develop, operate, sell, assign, transfer, convey, exchange, lease as lessor, mortgage, pledge or otherwise dispose of and encumber real and personal property of every class and description, and rights and privileges therein, in the State of **IDAHO**, and in any and all other states, territories, districts, possessions, colonies, and dependencies of the United States of America, and in any or all foreign countries which may be suitable or convenient in connection with the business of this corporation.

11) To borrow or raise monies for any of the purposes of this corporation without limit of amount, and from time to time to issue bonds, debentures, notes or other obligations, secured or unsecured, of this corporation for monies so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation, or in connection with its business; to secure such bonds, debentures, notes or other obligations by mortgage or mortgages, or deed or deeds of trust, or pledge, or other lien upon any or all of this property, rights, privileges, or franchises of this corporation, wheresoever situated, acquired, or to be acquired, and to pledge, sell, or otherwise dispose of any or all of such bonds, debentures, notes and other obligations of this corporation for its corporate purposes.

12) To aid any loan, guaranty, subsidy, or in any other manner whatsoever, insofar as may be permitted by law of any corporation or corporations organized under the laws of the State of **IDAHO** or any other state, or any other country, nation, or government, any shares or voting trust certificates for shares or bonds or other securities or evidences of indebtedness or obligations of which shall be held by or for this corporation, or in which, or in the welfare of which, this corporation shall have any interest and to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares, voting trust certificates, bonds or any such shares, or other such securities or evidences of indebtedness or obligations and to do any and all acts designed to accomplish any such purpose.

13) To join and become a party to, and to participate in, any plan or agreement for the reorganization of, or the readjustment of the capital structure of, or for the composition of the creditors of any other corporation, shares of which, or bonds or other securities or evidences of indebtedness or obligations or created by which this corporation may own, hold, or be possessed of, or entitled to a beneficial interest in, and to possess, exercise, and enjoy any and all rights, powers and privileges, for any purpose under the terms of such plan or agreement, to the same extent that any individual would be entitled to do.

14) To guarantee the payment of dividends upon, or any sinking fund payments in respect of, any shares, or the payment on the principal of, or interest on, or sinking payments in respect of any bonds or other securities or evidences of indebtedness, or the performance of any contract of any other corporation, or corporations insofar as, and to the extent that a guaranty in respect thereof by this corporation may be permitted by law.

15) In connection with the purchase, lease or other acquisition by this corporation of any property, of whatsoever nature, to pay therefor in cash or property, or to issue in exchange therefor shares, bonds, or other securities or evidences of indebtedness of this corporation, and to assume in connection with any such acquisition of liabilities of any firm, association, or corporation.

16) To carry 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 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 laws of the State of **IDAHO**.

17) To carry out all or part of the foregoing objects and purposes as principal, agent, contractor, or otherwise either alone or in conjunction with any person, firm, 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 kind of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and 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 laws of the State of **IDAHO**.

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

19) To do any and all things necessary, suitable, convenient or proper for, in connection with, or incidental to, the accomplishments of any of the purposes or attainment of any one or more of the objects herein enumerated, or designed, directly or indirectly to promote the interests of this corporation, or to enhance the value of any of its properties and, in general, to do any and all things and exercise any and all powers which it may now or hereafter be lawful for the corporation to do or to exercise under the laws of the State of **IDAHO** that may now or hereafter be applicable to this corporation.

20) The business or purpose of this corporation is, from time to time, and at any time, to do one or more of the acts and things herein set forth, and to have all the powers, rights, and privileges now or hereafter conferred by the laws of the State of California authorizing the formation of corporations; provided, however, that nothing herein contained shall be deemed to authorize this corporation to construct, hold, maintain or operate within the State of **IDAHO** urban railroads, or interurban or street railways, or telephone lines, or to carry on within said state the business of a gas, electric, steam heat or power company, or to carry on within said state any other public utilities business.

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

22) The objects and powers herein enumerated shall not be held to limit or restrict in any manner the general powers now or hereafter conferred on this corporation by the laws of the State of IDAHO.

#### ARTICLE IV

The County in the State of IDAHO wherein the principal office for the transaction of the business of this corporation is to be located is ADA County, IDAHO.

#### ARTICLE V

This corporation is authorized to issue one class of shares of stock. The total number of shares which this corporation shall have the authority to issue is 100,000 no par value.

#### ARTICLE VI

The number of directors of this corporation shall be  
three: Director & Pres.- Francis Barber 3428 Brampton Way Boise, ID  
Director & V.P.- Richard N. Shelby 715 Berwick Dr. Boise, ID  
Director & V.P.- Homer L. Shelby Rt. 2, Box 2151 Vale, OR

IN WITNESS WHEREOF, the undersigned, being the incorporators of said corporation, have executed these Articles of Incorporation this 22 day of Jan., 1982

Registered agent  
Francis Barber  
3428 Brampton  
Boise, Ida.  
83706

Francis Barber

Richard N. Shelby

Homer L. Shelby  
by Richard N. Shelby