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SECOND OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

BATT ENTERPRISES, INC.

**KNOW ALL MEN BY THESE PRESENTS**, that I, the undersigned, being a natural person of full age, in order to form a corporation for the purposes hereinafter stated under and pursuant to the provisions of the Idaho Business Corporation Act and acts amendatory thereof and supplementary thereto, do hereby certify as follows:

**FIRST:** The name of this corporation is **BATT ENTERPRISES, INC.**

**SECOND:** The purposes and objects for which this corporation is formed are as follows:

- a. To engage in any commercial, industrial, mining, and agricultural enterprise permitted under all applicable laws and to transact all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
- b. To buy, contract to buy, lease, receive, manufacture, produce, or otherwise acquire; to hold, own, lease, operate, manage, improve, develop, or otherwise use; to mortgage, pledge, or otherwise encumber; to assign, sell, contract to sell, exchange, give, or otherwise dispose of; and to import, export, distribute, or otherwise deal in and with personal property of every kind, whether now known or hereafter to be discovered or invented.
- c. To buy, contract to buy, lease, receive, or otherwise acquire; to hold, own, occupy, operate, manage, improve, develop, or otherwise use; to mortgage, pledge, or otherwise encumber; and to convey, sell, contract to sell, exchange, give, or otherwise dispose of and deal in real property including its appurtenances and each and every right, interest, or estate therein.
- d. To buy, contract to buy, receive, or otherwise acquire; to hold, own, manage, vote, or otherwise use; to assign as security, pledge, or otherwise encumber; and to sell, contract to sell, exchange, assign, endorse, give, or otherwise dispose of and deal in all kinds of stocks, bonds, securities, negotiable instruments, contracts, mortgages, or other evidence of indebtedness.
- e. To make, perform, and carry out contracts of every kind for any lawful purpose and for any amount with any person, firm, association or corporation, either public or private, or with any city, county, state, or government or any agency thereof.
- f. To arrange credit and borrow money from any private, commercial, or government source; to evidence such borrowings by issuing negotiable and non-negotiable contracts, bonds, debentures, promissory notes, or other evidence of indebtedness; and to secure such

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borrowings, contracts, or any of the obligations of the corporation or of any other person, firm, association, or corporation by issuing assignments for security, pledges, mortgages, trust deeds, or any other forms of encumbrances upon all or any part of the assets of the corporation.

g. To evidence, guarantee, or otherwise become liable or responsible for the debts or performance of any person, firm, association, or corporation and to loan money and extend credit in any amount, with or without security, to any person, firm, association, or corporation.

h. To act as agent, factor, broker, middleman, forwarder, or in any other capacity for any person, firm, association, or corporation.

i. To employ employees, agents, brokers, salesmen, persons, firms, associations, or corporations in any other capacity for carrying on any business of the corporation.

j. To buy, acquire, hold, sell, exchange, re-issue, or cancel any shares of its own capital stock but the shares of its own capital stock belonging to the corporation shall not be voted directly or indirectly.

k. To organize and become a member of a partnership; and to organize, incorporate, and reorganize subsidiary corporations, joint stock companies, and associations for any purpose permitted by law.

l. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under any of the general corporation laws of the State of Idaho, or under any acts amendatory thereof or supplementary thereto or substituted therefor.

m. To exercise all of the powers and purposes provided in these articles by and through its Board of Directors without the necessity of securing the authorization of the shareholders.

The purposes specified herein shall be construed as purposes and powers and shall not be limited or restricted by reference to or inference from the terms of any other clause in this or any other article. The purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

**THIRD:** This corporation is to have perpetual existence.

**FOURTH:** The location of and post office address of the registered office of this corporation is 2905 Highway 19, Homedale, ID 83628 and the name of the registered agent at that address is Reed Batt.

**FIFTH:** The corporation shall have authority to issue in the aggregate One Million (1,000,000) shares of common stock of one (1) class only and each such share shall be of the par value of \$1.00 per share.

**SIXTH:** The name and post office address of each incorporator is as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
Reed Batt	2905 Highway 19 Homedale, ID 83628

**SEVENTH:** Three (3) directors shall constitute the initial Board of Directors and the name and post office address of each initial director who is to serve until the first annual meeting of the shareholders or until a successor is elected and qualifies are as follows:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Reed Batt	2905 Highway 19 Homedale, ID 83628
Stuart Batt	P. O. Box 285 Wilder, ID 83676
Donna Batt	7763 Elmore Road Fruitland, ID 83619

**EIGHTH:** The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of this corporation shall not be subject to the assessments for the purpose of paying expenses, conducting business, or paying debts of this corporation.

**NINTH:** The number of directors of this corporation shall be as specified in the by-laws and such number may be increased or decreased in such manner as may be provided by the by-laws, but the number of directors shall not be less than one (1).

**TENTH:** Shareholders shall have the pre-emptive right provided by the laws of the State of Idaho to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares of this corporation.

**ELEVENTH:** At each election for directors each shareholder shall have the right of cumulative voting.

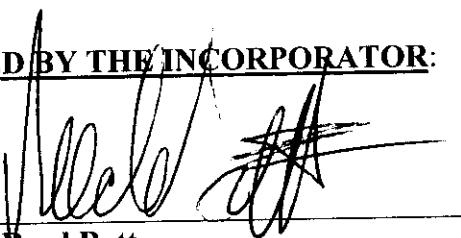
**TWELFTH:** The power to adopt, alter, amend, or repeal by-laws or adopt new by-laws, subject to repeal or change by action of the shareholders, is vested in the Board of Directors,

except that the Board of Directors shall have no power to alter, amend, repeal, or change a by-law adopted by the shareholders.

**THIRTEENTH:** The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law by the affirmative vote in person or by proxy of the holders of two thirds (2/3) of the shares entitled to vote thereon at any annual meeting of the shareholders or any special meeting duly called for the purpose, except where the laws of the State of Idaho provide otherwise.

**DATED:** OCT 25 2005

**SIGNED BY THE INCORPORATOR:**



Name: **Reed Batt**

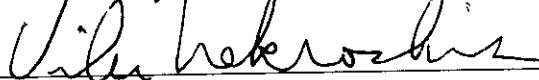
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Date Signed

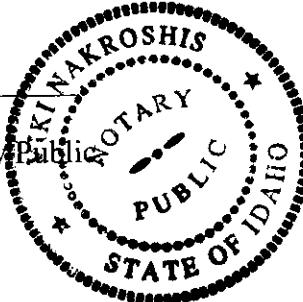
**STATE OF IDAHO**, County of Canyon) ss

On this day, before me the undersigned notary public for such state, personally appeared **Reed Batt**, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

WITNESS my hand and seal on OCT 25 2005



Notary Public



My Commission Expires: 7-13-06