

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

TERRATECH INC.  
File number C 111751

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 the above named corporation, 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: August 18, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

*Articles of Incorporation  
of  
Terratech Inc.*

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SECRETARY OF STATE  
STATE OF IDAHO

**Article 1**

**Name:**

The name of the corporation shall be Terratech Inc.

**Article 2:**

**Purpose:**

The main purposes of the corporation are to provide environmental and groundwater consulting services to individual, commercial and governmental clients. The foregoing purposes and activities will be interpreted as examples only and not as limitations, nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

**Article 3**

**Principal Office and Registered Agent**

The corporation's principle office in the state of Idaho is located at 1302 Warren Wagon Road, McCall, Idaho 83638. The corporation may conduct all or part of its business in any part of the State of Idaho or elsewhere as from time to time designated by the Board of Directors, or by the Bylaws of said corporation.

The name and post office address of the initial Registered Agent for the corporation is:  
Richard J. Gemperle, PO Box 4160, McCall, Idaho, 83638.

*1302 WARREN WAGON RD*

**Article 4**

**Capital Stock**

The corporation shall have the authority to issue one class of stock. The classification and par value of each share shall be as follows: 1000 Shares of Common Stock without par value, designated as class A Common Stock.

**Article 5**

**The Board of Directors**

**Powers of the Board of Directors:** The governing Board of this corporation shall be known as Directors. The Directors need not be Stockholders of the Corporation unless so required by the Bylaws. The Board of Directors shall be elected by the stockholders at their annual meeting, or such other time as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution(s) passed by a majority of the whole board, designate one or more committees which to the extent provided in said resolution(s) or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and

affairs of the corporation and may have the power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee(s) shall have such name(s) Directors. The Board of Directors may elect such officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter or repeal the Bylaws of this corporation or any article therein.

**Number of Directors:** The number of Directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this corporation, providing that the number of Directors conform to the Statutes of the Corporation Law of this state.

The initial Board of Directors shall consist of two in number. The names and post office address of each person who is to serve as Director until the first annual meeting of the Stockholders, or until their successor(s) are elected and qualified are: Richard J. Gemperle, PO Box 4160, McCall, Idaho 83638 and Pamela Aileen Gemperle, PO Box 4160, McCall, Idaho 83638.

#### Article 6

##### Incorporators

The name and post office address of the incorporator signing the Articles of Incorporation is as follows: Richard J. Gemperle, PO Box 4160, McCall, Idaho 83638

#### Article 7

##### Private Property

The private property of Shareholders, Directors, Officers, employees and/or Agents of the corporation shall be forever exempt from all corporate debt of any kind whatsoever.

#### Article 8

##### Right to Indemnification

The corporation shall indemnify any person made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate is or was a Director, Officer or employee of the Corporation, or of any corporation which he served in such a capacity at the request of the corporation, against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense of the action, suit or proceeding or in connection with any appeal in it. This right of indemnification shall not apply: to any action, suit or proceeding under the Securities Act of 1933 except payment of expenses incurred in the successful defense of this action, suit or proceeding: in relation to matters as to which the Director, Officer or employee shall be adjudged in the action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation or to the corporation for which he was Director, Officer or employee; or in relation to matters in any such action, suit or proceeding that are settled or compromised. The right of indemnification conferred by this article shall not restrict the power of the corporation to make any indemnification permitted by law.

Article 9

Duration

The Corporation is said to have perpetual existence.

Article 10

Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 each year.

Signature of Incorporator:

Date/location:

Richard J. Gynke  
8/16/95 McCall, Idaho