



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

GEOHERMAL AQUACULTURE RESEARCH FOUNDATION, 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 GEOHERMAL
AQUACULTURE RESEARCH FOUNDATION, INC.

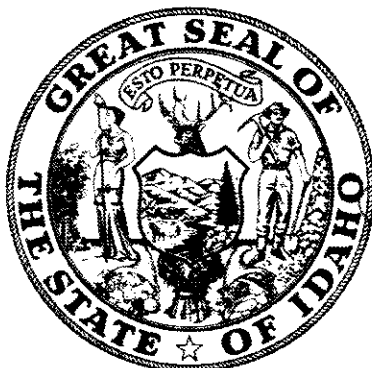
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

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.

June 24,

87

Dated _____, 19 ____.



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra H. Hanks
Corporation Clerk

JUN 24 8 20 AM '81
SECRETARY OF STATE

**ARTICLES OF INCORPORATION OF THE GEOTHERMAL
AQUACULTURE RESEARCH FOUNDATION, INC.
A NON-PROFIT CORPORATION**

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the provisions of Chapter 10, Title 30, Idaho Code do hereby certify:

ARTICLE I.

The name of the Corporation shall be Geothermal Aquaculture Research Foundation, Inc.

ARTICLE II.

The place in this state where the principal office of the Corporation is to be located in the City of Boise, Ada County.
1321 WARMSPRINGS AVE. BOISE, IDAHO LeRoy Headlee

ARTICLE III.

The purposes for which this corporation is formed are:

To provide educational services regarding geothermal aquaculture;

To collect and publish information on geothermal aquaculture;

To provide technical assistance on establishing geothermal projects;

To conduct research in geothermal agriculture to produce economic benefits;

To conduct research on breeding ornamental and food fish.

ARTICLE IV.

This Corporation shall have power; to purchase, rent, lease, or in any manner acquire, own, and hold real personal property convenient for the purposes of carrying out the objects and purposes of this Corporation as herein above specified, and to mortgage, sell or convey said property or any part thereof or to lease or demise the Corporation now owned or subsequently acquired and generally to deal with the property of this Corporation as fully and to the same extent as might be done were such property individually owned.

ARTICLE V.

There shall be no capitalization attributable to this Corporation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three thereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

The rights and interests of all members shall be equal, and no member shall have or acquire a greater right or interest herein than any other member.

ARTICLE VI.

Each member of the Board of Trustees will serve for a four year term, with the exception that at the time of affiliation, one trustee will be elected to serve for a one year term, and one trustee will be elected to serve for a two year term, and one trustee will serve a four year term. Thus, each subsequent year one trustee will be elected to serve a full four year term.

The offices of this society shall consist of the following, to be elected from the board, a chairman, secretary, and such other offices as are authorized by the by-laws.

The members of this board of trustees, by a 2/3 vote of the membership shall have the power to repeal or amend by-laws thereof, and to adopt a new code of by-laws if, in their discretion, that becomes proper. The by-laws must be consistent with the purposes of the foundation.

ARTICLE VII.

The names and post office address of each of the incorporators and initial Board of Directors are:

Name	Address
Fenton Kelley, Ph.D.	2260 Berkley Boise, Idaho
LeRoy Headlee	1321 Warm Springs Avenue Boise, Idaho
Robert L. Marsh, Ph.D.	1601 E. Boise Avenue Boise, Idaho

ARTICLE VIII.

The name and address of the Registered Agent of the Geothermal Aquaculture Research Foundation, Inc. is LeRoy Headlee who lives as 1321 Warm Springs Avenue, Boise, Idaho.

ARTICLE IX.

The private property of the members of this society shall not be liable for its corporate debts.

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as so disposed of shall be disposed of by the Court of the county in which principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X.

The duration of this society shall be perpetual.

IN WITNESS THEREOF, we have hereunto set our hands and seals this date.

Fenton Kelley, Ph.D.
Fenton Kelley, Ph.D.

STATE OF IDAHO

County of Ada

On this 1st day of May, 1987, before me, the undersigned Notary Public in and for said County and State, personally appeared FENTON KELLEY known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

M. B. Weston
Notary Public for Idaho
Residing at Boise, Idaho

LeRoy Headlee
LeRoy Headlee

STATE OF IDAHO

County of Ada

On this 19th day of June, 1987, before me, the undersigned Notary Public in and for said County and State, personally appeared Leroy Headlee known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Margaret E. Egan
Notary Public for Idaho
Residing at Eagle, Idaho
Commission Expires June 16, 1992

Robert L. Marsh

Robert L. Marsh

STATE OF IDAHO

County of Ada

On this 1 day of May 1987, before me, the undersigned Notary Public in and for said County and State, personally appeared Robert L. Marsh known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Linda Kreegar

Notary Public for Idaho

Residing at Boise, Idaho