



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

RED DOG RANCH, INCORPORATED

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: March 30, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Bakula*

ARTICLES OF INCORPORATION

FOR

RED DOG RANCH, INCORPORATED

MAR 30 1 14 PM '90
SECRETARY OF STATE

The undersigned natural persons of the age of eighteen years or more, acting as incorporators under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is RED DOG RANCH, INCORPORATED, (Hereinafter referred to as the Corporation), and its duration shall be perpetual.

ARTICLE II

The purposes for which the Corporation is organized are:

1. That the Corporation may engage in any lawful activity for which corporations may be organized under Idaho 30-1-54.
2. That the Corporation shall engage in ranching, recreation and energy development, construction, and consulting.
3. To engage in any lawful activity and to do anything in the operation of this corporation or for the accomplishment of any of its purposes or for the exercise of any of its powers which shall appear necessary or beneficial to the Corporation.

The specifically enumerated purposes are in no way intended to limit the generality of Purpose #1, but are set forth for the convenience and edification of those examining these articles to advise of those purposes primarily considered when the corporation was formed.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is:

1,000 shares of \$100.00 par value all of a single class of common stock with equal voting, dividend and distribution rights. Election of Directors, but not their recall, will

be made under rules which permit cumulative voting. The shares of the Corporation shall not carry preemptive rights.

Purchase of common stock is limited to the initial Board of Directors, as listed in this document, and may not be exchanged, sold, bequeathed or given to any other individual or corporation, **EXCEPT** with 100%, unanimous agreement between the present members of the Board of Directors.

ARTICLE IV

The name of the initial registered agent and the Corporation's business address is:

James F. Seal
2428 Parkside Drive
Boise, Idaho 83712

(208) 338-1349

ARTICLE V

The initial Board of Directors shall be 3 persons. The names, duties and addresses of the initial directors of the corporation who shall serve until their successors have been duly elected and qualified are as follows:

1. Dai-Min Lin, Chief Executive Officer and Chairman of the Board
8455 W. Cermac Road, North Riverside, Illinois 60546
2. Ruth L. Seal, President and Treasurer of the Corporation
2428 Parkside Drive, Boise, Idaho 83712
3. James F. Seal, Chief Operating Officer and Secretary of the Corporation
2428 Parkside Drive, Boise, Idaho 83712

ARTICLE VI

The names and addresses of the incorporators of the Corporation are as follows:

1. Dai-Min Lin
8455 W. Cermac Road, North Riverside, Illinois 60546
2. Ruth L. Seal
2428 Parkside Drive, Boise, Idaho 83712
3. James F. Seal
2428 Parkside Drive, Boise, Idaho 83712

ARTICLE VII


1. Cumulative Voting. At all elections of directors of the corporation, each common shareholder shall be entitled to as many votes as shall equal the number of shares he/she controls and is entitled to cast for the election of directors with respect to his shares, multiplied by the number of directors to be elected. He/she may cast all such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit.

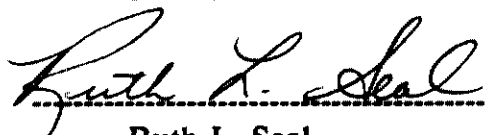
2. Any person who at any time shall serve, or shall have served, as director, officer, or employee of the corporation and their heirs, executors, and administrators of such person, shall be indemnified by the corporation against all costs and expenses (including but not limited to: counsel fees, amounts of judgments paid, and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative, or other, in which he or they may be involved by virtue of such person's being or having been such director, officer or employee; provided, however, that such indemnity shall not be operative with respect to (a) any matter as to which such person shall have been finally adjudged in such action, suit, or proceeding to be liable for gross negligence or gross misconduct in the performance of this duties as such director, officer, or employee, or (b) any matter settled or compromised, unless, in the opinion of independent counsel elected by, or in a manner determined by the Board of Directors, there is not reasonable ground for such person's being adjudged liable for gross negligence or misconduct in the performance of his duties as such director, officer, or employee. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreement, vote of shareholders, or otherwise.


3. Self Dealing. No contract or transaction entered into by the corporation shall be affected by the fact that a director of the corporation was personally interested in it, if, at the meeting of the Board of Directors making, authorizing, or confirming such contract or transaction, the interested director first disclosed his interest, and such contract or transaction is adopted or ratified by a unanimous vote of the Board of Directors, including the interested director. The forgoing notwithstanding, no loan from the Corporation to a director may be made except as provided in Idaho 30-1-47.

4. Limited Liability. No person shall be liable to the corporation, its shareholders, or its creditors, or those claiming that through or on the behalf thereof on account of any act or omission taken by good faith, and whether or not negligent, if such person exercised a degree of care not either grossly negligent, or in breach of faith or trust. Such liability as might exist for any act or omission of ordinary negligence, shall be solely that of the corporation. Neither this nor any other provision in these Articles shall affect or contravene the matters set forth in Idaho 30-1-48 et seq.

We the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true correct and complete.


Dai-Min Lin 3/19/90
Date


Ruth L. Seal 3/19/90
Date


James F. Seal 3/19/90
Date