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ARTICLES OF INCORPORATION  
OF  
CRYSTALLINE ENERGY RESEARCH CORPORATION

SECRETARY OF STATE  
STATE OF IDAHO

ARTICLE I

NAME: The name of the corporation shall be Crystalline Energy Research Corporation.

ARTICLE II

PURPOSE: The purpose for which this corporation is organized is the transaction of any and/or all lawful business for which corporations may be incorporated under the laws of the State of Idaho, as they may be amended from time to time, in accordance with the Idaho statutes.

ARTICLE III

DURATION/POWERS: This Corporation shall have perpetual duration and succession in its corporate name and have the powers as defined in Section 30-1-302 and Section 30-1-303 of Title 30, Chapter 1, Part 3 of the Idaho Statutes, necessary or convenient to carry out its business and affairs.

ARTICLE IV

BUSINESS: The Corporation's initial business shall be conducted in the areas of research and development in the area of electric energy storage and associated systems and manufacturing. The Corporation will also conduct its business and research and development in other electronic materials and components, manufacturing processes, and the protection of the Corporation's intellectual property and knowledge. The Corporation will also conduct research and development and business in the improvement of the environment, in the conservation of natural resources, and in more efficient utilization, production and storage of energy. The Corporation will also obtain patents, licensing agreements and may form additional divisions and entities.

ARTICLE V

SPECIAL PROVISIONS AND INDEMNIFICATION: The Corporation's directors, officers, agents and representatives shall receive indemnification for any liability to which they are subject as a result of the performance of their duties on behalf of the Corporation, in accordance with Idaho Statutes.

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## ARTICLE VI

**VESTED AUTHORITY OF BOARD OF DIRECTORS:** The Board of Directors shall also have any and all vested authority in accordance with the Idaho Statutes to issue and establish preferred or special classes of shares in series and to fix and determine the variations in the relative rights, preferences, and preemptive rights between series per these Articles of Incorporation.

## ARTICLE VII

**STOCK SHARES:** The Corporation shall be authorized to issue the following stock shares:

- A. Three hundred million (300,000,000) shares of common voting stock
- B. Three hundred million (300,000,000) shares of preferred-convertible, non-voting stock.

## ARTICLE VIII

**REGISTERED AGENT:** The name and address of the registered agent of the Corporation is:

Denny J. Wheeler  
8010 Dearborne Road  
Nampa, ID 83686-9274

## ARTICLE IX

**BOARD OF DIRECTORS:** The names and addresses of the initial Board of directors of the Corporation are as follows:

Jessica M. Wheeler  
8010 Dearborne Road  
Nampa, ID 83686-9274

Denny J. Wheeler  
8010 Dearborne Road  
Nampa, ID 83686-9274

Antony P. Wheeler  
6155 Alfalfa Place  
Nampa, ID 83686-8764

Upon formation of the corporation, the Board of directors shall hold an organizational meeting to appoint and elect officers, adopt by-laws and carry on any other business of the corporation.

## ARTICLE X

INCORPORATOR: The name and address of the incorporator is:

Denny J. Wheeler  
8010 Dearborne Road  
Nampa, ID 83686-9274

## ARTICLE XI

ARTICLES OF INCORPORATION: This Corporation shall adopt all Articles of Incorporation in accordance with, and as set forth in, the Idaho Statutes.

DATED THIS 8th day of April, 2010

All incorporators must sign.

Denny J. Wheeler  
Denny J. Wheeler

I, Denny J. Wheeler, having been designated to act as Registered Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Idaho Statutes.

Denny J. Wheeler  
Denny J. Wheeler

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TO: Idaho Secretary of State  
450 N. 4<sup>th</sup> Street  
PO Box 83720  
Boise, Idaho 83720-0080

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SECRETARY OF STATE  
STATE OF IDAHO

PLAN OF CONVERSION

THURSDAY, APRIL 8, 2010

To Whom It May Concern:

Pursuant to Idaho Statutes, Title 30, Chapter 18, Part 4 (30-18-403), Crystalline Energy Research LLC, (CER), W75154, organized as a limited liability company on 06-12-2008, in the State of Idaho, USA, hereby approves the conversion of CER LLC to the entity hereby known as Crystalline Energy Research Corporation (CER Corp.) with the Articles of Incorporation of Crystalline Energy Research Corporation (CER Corp.) attached.

The converting entity, CER, LLC, certifies that there are no existing financial, business or contractual obligations of the converting entity CER, LLC, as of the date of this Plan of Conversion.

This Plan of Conversion is approved by the sole manager-managed manager (International Microelectronics Research Corporation, IMR Corporation, 8010 Dearborne Road, Nampa, Idaho 83686), of CER, LLC.

Denny J. Wheeler

Denny J. Wheeler

Manager of IMR Corp.

April 8, 2010

Date

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