

**ARTICLES OF INCORPORATION
OF
*Idaho Nanopowders, Incorporated***

The undersigned desired to form a corporation pursuant to the laws of the State of Idaho. The corporation will be a C – Type corporation. Having signed and sworn to this certificate, certify as follows:

- 1) **The name of the corporation:** *Idaho Nanopowders, Incorporated.*
- 2) **The period of duration:** November 1, 2001 to unknown future date. (The corporation is to have a perpetual existence.)
- 3) **The type of business:** The character of the business of the corporation is to provide for the production of a licensed iron compound powder plasma spray applicant.
- 4) **Name and address of Registered Office:** Idaho Nanopowders, Incorporated.

The principle place of business for the corporation is:
501 West Broadway, Suite 250
Idaho Falls, Idaho 83402

Name of Registered Agent at Registered Office : Charles Bentley Roth

5) The Stock:

- a) The corporation will have the authority to issue 1,000,000 (One Million) shares of stock.
- b) One class of stock: Regular common voting stock.
- c) The stock will have no par value.
- d) No stockholder preemptive rights will be denied.
- e) There are no restrictions on the transfer of shares.

6) Directors: The initial number of directors will be five (4).

- a) The names and addresses are as follows:

Dennis Keiser, 2942 Homestead Lane, Idaho Falls, Idaho 83404
C. Bentley Roth, 6799 Panorama Drive, Idaho Falls, Idaho 83401
Jacob Dustin, 5120 E. Comish Drive, Idaho Falls, Idaho 83406
Donald J. Kenoyer, 131 Brabson Crt, Kingston, TN 37763

- b) The previously mentioned directors will serve until the first annual meeting or until their successors can be elected and qualified.

7) Liability: Eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

- a) Breach of loyalty to the corporation.
- b) Intentional misconduct or a knowing violation of law.
- c) Derived an improper personal benefit.

8) Officers: The initial officers of the corporation are to be:

- a) President: Dennis Keiser

IDAHO SECRETARY OF STATE
11/13/2001 05:00
CK: 2498 CT: 117044 BH: 429298
1 @ 100.00 = 100.00 CORP # 2

C141342

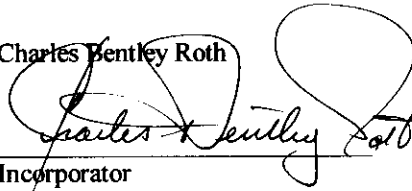
2942 Homestead Lane
Idaho Falls, Idaho 83404

b) Secretary/Treasurer: C. Bentley Roth
6799 Panorama Drive
Idaho Falls, Idaho 83401

9) **Incorporator:**

Charles Bentley Roth, 6799 Panorama Drive, Idaho Falls, Idaho 83401

Date: 11-8-01

Charles Bentley Roth

Incorporator