

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

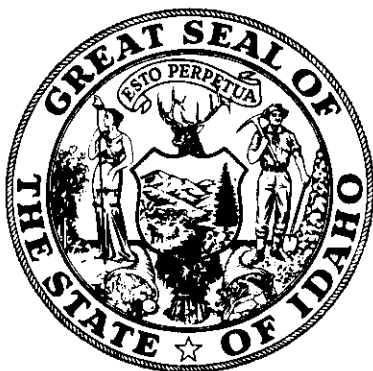
**INDEPENDENT ENERGY ENTERPRISES, INC.**

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 \_\_\_\_\_  
**INDEPENDENT ENERGY ENTERPRISES, INC.**

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 \_\_\_\_\_ November 3, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Muriel E. Artach*  
Corporation Clerk

Now 3 9 40 AM '80  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

INDEPENDENT ENERGY ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being a citizen of the United States of America, and being over twenty-one years of age, having this day voluntarily associated herself with the other parties named as the first board of directors, for the purpose of forming a corporation under the laws of the State of Idaho, does to that end hereby adopt Articles of Incorporation as follows:

ARTICLE I.

The name of said corporation shall be Independent Energy Enterprises, Inc.

ARTICLE II.

The duration of said corporation shall be perpetual.

ARTICLE III.

The purposes of the corporation are as follows:

1. To buy, sell, service and deal in energy devises, energy systems, and related component parts and equipment; and to deal in the sale of electrical automobiles.

2. The undersigned hereby adopts the provisions of Section 30-1-4 of the Idaho Code.

ARTICLE IV.

The capital stock of said corporation shall consist of 1000 shares of common stock with a par value of \$10.00 per share, the total capitalization of said corporation being \$10,000.00.

ARTICLE V.

The location and post office address of the registered office of said corporation is Star Route, Bancroft, Idaho, 83217, and James W. Myers shall be the registered agent for said corporation.

ARTICLE VI.

The initial board of directors shall consist of two persons. The name and address of each member of the first board of directors, and the number of shares of stock for which each has subscribed is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Phillip R. Myers	Bancroft, Idaho, 83217	1
Darlyne Myers	Bancroft, Idaho, 83217	1

The above named directors shall serve as the first board of directors and as the officers of said corporation until the election and qualification of their successors at the next annual stockholders' meeting, to be held in accordance with the by-laws of said corporation to be adopted.


IN WITNESS WHEREOF, I have hereunto set my hand this 22nd day of October, 1980.

  
DARLYNE MYERS

STATE OF IDAHO        )  
                              : ss.  
County of Caribou     )

On this 22nd day of October, 1980, before me, the undersigned, a Notary Public, in and for said County and State, personally appeared DARLYNE MYERS, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

  
\_\_\_\_\_  
NOTARY PUBLIC for the State of Idaho.  
Residing at Soda Springs, Idaho.  
Commission expires: Lifetime.