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ARTICLES OF INCORPORATION
OF
WARP CORE, INCORPORATED

STATE OF IDAHO
PETE T. CENARRUSA)
SECRETARY OF STATE)
FOR THE STATE OF IDAHO)
700 W Jefferson, Basement West)
P.O. Box 83720)
Boise, ID 83720-0080)

IDAHO SECRETARY OF STATE

10/26/1999 09:00
CX: 57 CT: 122307 IN: 261735

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KNOW ALL PERSONS, OF THE WORLD, AND OF EVERY STATE, DISTRICT, AND TERRITORY OF THE UNION, BY THESE PRESENTS:

That the undersigned submits the following articles of incorporation so as to form a corporation for profit under the laws of the State of Idaho:

ARTICLE I—CORPORATE NAME

The name of the Corporation shall be: WARP CORE, Incorporated. This Corporation shall have the exclusive right to its name: a legal or equitable cause of action arising, against any person who would use this name, or a name that is deceptively similar to it, as the name of a legal entity. Such a cause of action shall be justiciable in the locus where an infringement of the name occurs; and such cause of action shall be governed by the laws of the United States and of the State of Idaho.

ARTICLE II—AUTHORIZED SHARES; CLASS; AND CONSIDERATION

The number of shares the Corporation is authorized to issue is ten thousand (10,000). The shares shall not be based on the par value system. All shares shall be of one class: common voting stock. The initial minimum consideration to be fixed immediately after the formation of this entity by incorporation, that must be received for each share of stock, shall be ten thousand dollars (\$10,000). The minimum consideration that may be received for a share of stock, may be adjusted from time to time as the President may decide. Although the Chairperson shall have the unilateral power to increase the minimum consideration for a share; two-thirds of the board-members must be present at a meeting in which the Chairperson proposes a reduction in the minimum consideration, and all members present must be in unanimous agreement as to that reduction.

ARTICLE III—REGISTERED OFFICE, AGENT, AND SERVICE OF PROCESS

The street address of the registered office is: 2156 Blue Lake Lane, Boise, Idaho, ZIP 83716. The name of the registered agent in Idaho shall be Peter Clark Slocombe, who, is located at the registered office. If the registered agent is temporarily away from the registered office, then service of process may be effected by leaving copies of the subpoena, summons, and/or complaint with a person at that address who is of suitable age and discretion.

ARTICLE IV—MAILING ADDRESS

The mailing address of the Corporation shall be: P.O. Box 3853, Moscow, ID 83843-1918.

ARTICLE V—INCORPORATOR

The name and address of the Incorporator are: Peter Clark Slocombe, 2156 Blue Lake Lane, Boise, Idaho, ZIP 83716.

ARTICLE VI—PURPOSES

The purposes for which this Corporation is organized are:

- 1) to perform research leading to the development of motors that are of an alternative engine design to those requiring the use of petroleum fuels, and which are capable of efficiently effecting locomotion;
- 2) to develop said type of motors;
- 3) to manufacture said type of motors, and/or other parts, components, or completed assemblies for purposes of effectuating the ultimate use of such motors;
- 4) to sell such instrumentalities for profit;
- 5) to perform the transactions permitted of any or all lawful businesses for which corporations may be incorporated under the Idaho Business Corporation Act; and
- 6) to offer shares of the Corporation's stock to the people, so they can invest in WARP CORE, Incorporated, to help the Corporation enhance the future of United States of America and to increase her fighting strength.

ARTICLE VII—DIRECTORS

At the time of incorporation, the Incorporator, whose address is as per Article V, shall be the sole director. Any person holding 10% or more of the total number of issued shares, is by that fact a corporate director, on the board of directors, able to be heard, and able to cast a vote as to any corporate decision. The directors, as officers of the Corporation, shall adhere to whatever bylaws the Corporation shall adopt.

ARTICLE VIII—REPRESENTATIVE DIRECTORS

Shareholders who hold less than 10% of the total shares issued, or directors who hold a fractional portion of the percentage of their stock (of the total issued stock) when their percentage is divided by 10, may elect a representative director to represent their fractionally weighted vote and to be heard at a meeting of the board of directors. A representative director is by the fact of being such, on the board of directors. A representative director can represent no more than 10% of the total issued stock. The total number of representative directors cannot exceed the number of the percentage of issued stock that is to be represented by representative-director vote, at a meeting of the board of directors, rounded up to the nearest greater whole number. A representative director must be a stockholder in the Corporation. A non-representative director may not be a representative director. Representative directors, as officers of the Corporation, shall adhere to whatever bylaws the Corporation shall adopt.

Representative directors may hold their positions as such, until they are removed for wrongdoing, fail to execute their representative duties, or another election is called for by at least three stockholders and another representative is subsequently elected according to Article IX.

ARTICLE IX—ELECTIONS FOR REPRESENTATIVE DIRECTORS

Elections for representative directors shall generally require at least three stockholders. However, if there are only two stockholders then all that shall be required is a nomination; if there are more than two stockholders then the nomination must be seconded. The position must be accepted by the nominee, or elected, to be valid. In the case of a tie, or in the case where there is no nomination or seconded nomination; the candidate with the most shares may be the representative director, and if there is a further tie between candidates as to the number of shares they possess then the one holding the earlier share issued shall be the representative director. A representative director's term, or successive term, of office, shall be two years, and unless a representative director is removed for wrongdoing or failing to execute his or her representative duties, then he or she may not be subjected to replacement by election until his or her term expires. Unless otherwise stated herein, elections will be held whenever required to fill a required representative position, and when a representative's term shall expire. If a representative's two year term expires and at least three stockholders shall not have called for an election within three months prior to the end of that term, to replace that representative, then such representative may sit for a successive term. Further rules for elections and voting therefor, shall be espoused in the Corporation's Bylaws.

ARTICLE X—LIABILITY OF DIRECTORS AND REPRESENTATIVE DIRECTORS

Except for the breach of a director's duty of loyalty to the Corporation and its stockholders; and except for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; and except for transactions from which a director derives improper personal benefit; and except for any other restriction on limitation of liability as enumerated in Idaho Code § 30-1-48; no director shall have any personal liability to the Corporation or the stockholders for monetary damages for breach of fiduciary duty as a director. This Article shall also apply to representative directors.

ARTICLE XI—CORPORATE BYLAWS AND EMPLOYEE MANUAL

Both the Corporate Bylaws and Employee Manual shall *inter alia* include the following provisions:

No officer, director, representative director, or employee shall be employed by, have an interest in, or have dealings with another company engaged in the same business as this Corporation until at least five years should pass from the time that such person has no further contact with, and interest in, this Corporation.

Any information or knowledge acquired through contact with the Corporation or its property, belong to the Corporation and can not ever be revealed to anyone outside of the Corporation. All officers, directors, representative directors, and employees, will swear under oath, to not reveal such information or knowledge to anyone not authorized by the President to possess such.

ARTICLE XII—LOCATION OF ARTICLE VI FACILITIES

No officer, director, or representative director may disclose to anyone, either the location of the Corporation's Research and Development laboratory, or the location of any of the Corporation's production facilities, without the written consent of the President. All officers, directors, and representative directors, will swear under oath not to reveal such locations, as per the Corporation's bylaws.

No employee of the Corporation, who is not an officer, director, or representative director, may disclose to anyone, the location of the Corporation's Research and Development laboratory, or the location of any of the Corporation's production facilities. All employees will swear under oath not to reveal such locations, as per the Corporation's Employee Manual.

Neither will such locations be disclosed in open court, unless the judge first refuses to keep the information limited to *in camera* examination and second refuses to close the court to the public and seal that portion of the record.

Neither the Corporation's Research and Development laboratory, nor any of its production facilities, may accept deliveries made by non-Corporate officers or non-Corporate employees; all deliveries to be required by such locations must be either made to a holding facility or to a reception depot, where a Corporate officer or employee may accept delivery upon inspection and complete the transportation of the required items to the respective requiring locations.

ARTICLE XIII—INITIAL MAJORITY

As the founder of the Corporation, and in consideration thereof and amounts paid therefor (\$100 filing fee), the Incorporator, upon the event of formation by incorporation, shall be the initial record holder of the first five thousand and two (5,002) shares of stock in the Corporation: such shares being deemed issued to the Incorporator as a natural person. Nothing further need be done beyond the certification of these Articles by the Secretary of State for the State of Idaho, in order for the Incorporator to have a property interest in said shares. The Incorporator shall further have the right to certificates representing these shares. Said certificates are to be issued by the Corporation.

ARTICLE XIV—PRESIDENT AND CEO

The person, who holds the most shares of the Corporation's issued stock, is by that fact, the President of the Corporation and its Chief Executive Officer. In the case of a tie, the President will be the one who holds a share of the earlier issue as between the candidates.

The President shall preside over the meetings of the board of directors and shall have the power of intervention between its members. The President shall direct the flow of the meetings of the board of directors. The President shall set the time of day and the place of the meetings of the board. When to adjourn a meeting of the board of directors, remains President's decision and not the Chairperson's, even if he or she appeared at the meeting more than thirty minutes late.

Consent of the President shall be required to amend these Articles, should such an amendment affect the powers, privileges, and/or duties of the President.

Only the President shall have privy to the specifics of the technologies that are the subject of Article VI. If the President should so decide, he or she may discuss the specifics of the technologies that are the subject of Article VI, with the members of the board. Unless the

President fails to attend 12 successive meetings of the board, the Chairperson shall not have privity to the specifics of the technologies that are the subject of Article VI.

ARTICLE XV—VOTING

The voting power of a stockholder shall be weighted in accordance to the proportion of the number of shares held by the voter and shall be recognized according to the procedures in this Article, Article VIII, and any bylaws the board of directors adopt.

Corporate decisions shall be made by the board of directors, by simple "majority" vote as described herein. The vote of any single member of the board of directors shall count as if to be the number of votes equal to the integer value of the percentage of that member's stock (of the total issued stock) divided by 10.

The vote of any stockholder who holds less than 10% of the total number of issued shares, and the fractional vote of any director, which shall be determined by subtracting the integer of the percentage of that member's stock (of the total issued stock) divided by 10; may be submitted to that person's elected representative director, who in turn will present a single vote to the board. A representative director shall determine the vote he or she presents, by weighing the value of the power of the votes he or she receives, taking his or hers into account, and deciding in accordance with the simple majority of the total power of the votes considered. If the representative director determines that the weight is equally divided as between two or more sides of an issue, then he or she shall find that the side which holds the share of the earlier issue prevails.

The President's vote shall be equal to that of a member of the board of directors as determined above plus 1. In the event of a tie in the vote at a meeting of the board of directors, the President's vote shall decide the issue.

ARTICLE XVI—MEETINGS OF THE BOARD OF DIRECTORS

If the board should decide not to meet on a regular schedule then a meeting must be called by a member of the board. Any member of the board of directors may call a meeting of the board. If a meeting of the board of directors is called, then notice of three business days shall be given. Unless there is an emergency, telephonic presence shall be considered absence. Video conferencing shall be considered a valid form of presence at a meeting; but may not be permitted if the technology is not present to effectuate all the channels desired.

If a director fails to appear at a meeting of the board of directors; then his or her voice and vote will not be heard or counted toward the issue being decided before the board. Absence shall be determined after ten minutes beyond the time called for the meeting. If however, the person determined to be absent subsequently appears at the meeting then that person will be deemed to have attended and not be considered to have been absent. Except for the President, no member of the board may cast a vote, be heard, or ask questions at a meeting for which he or she is more than twenty minutes late.

If a representative director fails to appear at a non-emergency meeting, then the meeting will be rescheduled. If however, the same representative director fails to appear at the rescheduled meeting, or the representative director would have five aggregate absences in a single year, then the meeting will proceed without such member (unless the meeting was called by such member); and the stockholders will have cause to call an election to replace that member.

If the President fails to appear at a non-emergency meeting then the meeting shall be rescheduled. If the meeting is to go forward as per Article XVIII and if the President is more than thirty minutes late then he or she shall not preside over the meeting, cast a vote, or be heard; he or she may however, ask questions and such questions may be socratic.

If a Chairperson is selected due to the continued absence of the President, then until the President attends three successive meetings of the board; the President's absence at a successive meeting will not warrant its being rescheduled or canceled (unless it was called by the President), and unless it was called by the President, it may be held and presided over by a selected Chairperson.

These Articles of Incorporation shall be referred to as the Constitution.

ARTICLE XVII—EMERGENCY MEETINGS OF THE BOARD OF DIRECTORS

If there is an emergency that threatens the existence of the Corporation, then the members must be called; however, three days notice for the meeting shall not be required, but that notice deemed prudent under the circumstances will be given.

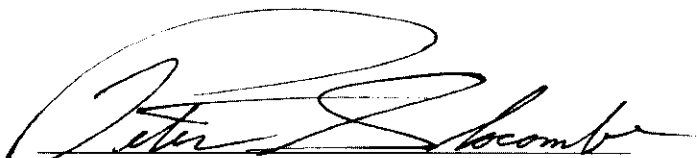
If a representative director fails to appear at an emergency meeting of the board of directors; then his or her voice and vote will not be heard or counted toward the issue being decided before the board.

If the President fails to appear at an emergency meeting then the members of the board will select a Chairperson to temporarily take over the duties of the President, as per Article XVIII, Paragraph 2.

ARTICLE XVIII—CHAIRPERSON

If the President fails to appear at a meeting of the board of directors three successive times, or seven aggregate times in a single year, then, unless the meeting was called by him/her, it will proceed in his or her absence, and the members of the board will select a Chairperson to temporarily take over his or her duties as President.

The Chairperson shall be selected based on the same criteria that the President is selected, except that a member must be present to be selected. Unless otherwise indicated, the Chairperson shall have all the powers, privileges, and duties of the President enumerated in these Articles. The Chairperson shall not have the power to give presidential consent to the amendment of these Articles if such would affect the powers, privileges, and duties of the President.



Peter Slocombe, Incorporator

Dated: October 27, 1999