



CERTIFICATE OF INCORPORATION
OF

OSBORN CONSTRUCTION, INC.

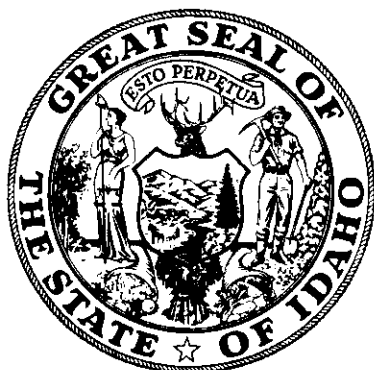
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

OSBORN CONSTRUCTION, 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 August 28, 19 80.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

of

OSBORN CONSTRUCTION, INC.

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SECRETARY OF
STATE

ARTICLE I

NAME

The name of the Corporation is Osborn Construction, Inc.

ARTICLE II

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation in the State of Idaho is at 2110 Ironwood Parkway, Coeur d'Alene, Idaho, in Kootenai County. The registered agent at this address is Mr. Starr Kelso, Esquire.

ARTICLE III

DURATION

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSES

The purposes for which this Corporation is organized are:

- (a) To engage the construction or remodeling of residential and commercial buildings; and
- (b) To engage in the selling, retail and wholesale, of solar energy products; and
- (c) To own and invest in real estate, relevant to or necessary to, the construction business; and
- (d) To carry on such other business as may be necessary, convenient or desirable to accomplish the above purposes, and to do all other things incidental thereto which are not forbidden by law or by these Articles of Incorporation.

ARTICLE V

POWERS

The Corporation may exercise any powers without limitation whatsoever, which a Corporation may legally exercise

under the General Business Corporations Act, Title 30, Idaho Code, under which this Corporation is formed. In addition, the Corporation shall have the following specific powers:

To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares to the extent of unreserved and unrestricted earned surplus and to the extent of unreserved and unrestricted capital surplus available therefore.

ARTICLE VI

CAPITAL STOCK

SECTION 1 - AUTHORIZED SHARES

The total number of shares which this Corporation is authorized to issue is THIRTY THOUSAND (30,000) shares of common stock of ONE DOLLAR (\$1.00) par value.

SECTION 2 - VOTING RIGHTS OF SHAREHOLDERS

At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one (1) candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

SECTION 3 - CONSIDERATION FOR SHARES

The shares of stock shall be issued for such consideration but not less than the par value thereof, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be non-assessable.

2. ARTICLES OF INCORPORATION

ARTICLE VII

MANAGEMENT

For the management of the business, and for the conduct of the affairs of the Corporation, and for the further definition, limitation and regulation of the powers of the Corporation and its Directors and stockholders, it is further provided:

SECTION 1 - SIZE OF BOARD OF DIRECTORS

The initial Board of Directors shall consist of members whose names and addresses are as follows:

1. DAVID LYNN OSBORN
Rt. 3 Box 297 G
Rathdrum, Idaho 83858
2. PAMELA WENDY OSBORN
Rt. 3 Box 297 G
Rathdrum, Idaho 83858

Such number may from time to time be increased or decreased in such manner as prescribed by the By-Laws.

SECTION 2 - POWERS OF BOARD OF DIRECTORS

In furtherance of, and not in limitation of, the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend, and repeal the By-Laws, subject to repeal or change by action of the shareholders;

(b) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more Directors, which to the extent permitted by law and authorized by the resolution or the By-Laws, shall have and may exercise the powers of the Board;

(c) In addition to the powers and authority herein before, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such things

3. ARTICLES OF INCORPORATION

as may be exercised or done by the Corporation, subject nevertheless, to the provisions of the laws of the State of Idaho, of these Articles of Incorporation, and of the By-Laws of the Corporation.

ARTICLE VIII

INCORPORATORS

The following persons are the Incorporators of the Corporation.

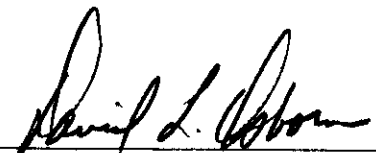
1. DAVID LYNN OSBORN
Rt. 3 Box 297 G
Rathdrum, Idaho 83858
2. PAMELA WENDY OSBORN
Rt. 3 Box 297 G
Rathdrum, Idaho 83858

ARTICLE IX

AMENDMENT OF ARTICLES

The provisions of these Articles of Incorporation may be amended, altered, or repealed from time to time to the extent, and in the manner prescribed by the laws of the State of Idaho, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the Directors, officers and stockholders, are granted subject to this reservation.

Signed,

1. _____

DAVID LYNN OSBORN
Incorporator

2. _____

PAMELA WENDY OSBORN
Incorporator

4. ARTICLES OF INCORPORATION

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 8th day of August, 1980, before me, a Notary public in and for said State, personally appeared DAVID LYNN OSBORN, known to me to be the person whose name is subscribed to the above written instrument, and acknowledged to me that he executed the same.

Starr Kelfo
NOTARY PUBLIC FOR STATE OF IDAHO
Residing at Coeur d'Alene

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 8 day of August, 1980, before me, a Notary public in and for said State, personally appeared PAMELA WENDY OSBORN, known to me to be the person whose name is subscribed to the above written instrument, and acknowledged to me that she executed same.

Starr Kelfo
NOTARY PUBLIC FOR STATE OF IDAHO
Residing at Coeur d'Alene