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# State of Idaho

## Department of State

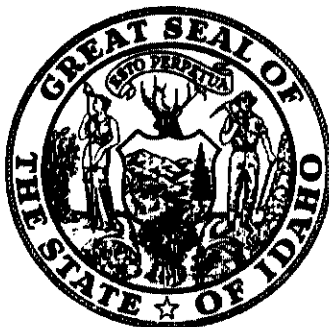
### CERTIFICATE OF INCORPORATION OF

IDAHO PETROLEUM EQUIPMENT CONTRACTORS ASSOCIATION, 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 IDAHO PETROLEUM EQUIPMENT CONTRACTORS ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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: January 27, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Blair*

OF

Jan 27 8 17 AM '94  
SECRETARY OF STATE

Idaho Petroleum Equipment Contractors Association, Inc

ARTICLE I. NAME.

The name of the Corporation is Idaho Petroleum Equipment Contractors Association, Inc.

The Corporation is a nonprofit corporation.

The period of duration of the Corporation is perpetual.

The purposes for which the Corporation is organized and will be operated are as follows:

1. To improve the governmental and regulatory climate in which members conduct their business and to advance the professional competence of members involved in the petroleum equipment business.

2. Such other purposes (within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time).

3. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

The location and the physical address of the initial registered office of the corporation and its registered agent is as follows:

Physical Address

Registered Office:	Park Place, Suite 200 277 North 6th Street Boise, Idaho 83702
Registered Agent:	David Ernest Mabe

ARTICLE VI. MEMBERS.

The Corporation shall have two classes of members who shall have such rights as are provided in the Act and are consistent with the Bylaws and the management authority that these Articles grant the Board of Directors of the Corporation.

ARTICLE VII. MEMBERSHIP DUES.

Membership dues may be charged to all members in equal amounts or in different amounts or proportions upon different members and some members may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than eleven (11) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the members in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
1) John Bleymaier	219 West 40th Boise, Idaho 83714
2) Norm Hobson	4111 Overland Rd. Boise, Idaho 83705
3) Steve Rule	21955 Middleton Road Caldwell, Idaho 83605

ARTICLE IX. INCORPORATOR.

The name and address of the incorporator is as follows:

<u>Incorporator's Name</u>	<u>Address</u>
David Ernest Mabe	Givens, Pursley, Webb & Huntley Park Place, Suite 200 277 North 6th Street P.O. Box 2720 Boise, Idaho 83701

ARTICLE X. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

ARTICLE XI. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations, as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective as of the 26 day of January, 1994.

David E. Mabe  
\_\_\_\_\_, Incorporator