

**ARTICLES OF INCORPORATION  
OF  
VITAL POWER SYSTEMS, INC.**

11 JUN 27 AM 8:47

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, for the purpose of forming a corporation under the provisions of Title 30, Chapter 1, Idaho Code, hereby adopts and submits the following Articles of Incorporation to the Secretary of State.

**ARTICLE ONE - NAME**

The name of the Corporation is **VITAL POWER SYSTEMS, INC.**

**ARTICLE TWO - CORPORATE DURATION**

The duration of the Corporation shall be perpetual, unless earlier dissolved pursuant to law.

**ARTICLE THREE - PURPOSE OR PURPOSES**

The general purposes for which the Corporation is organized are:

1. To engage in the business of developing, designing and selling portable solar power systems.
2. To engage in any other trade or business, which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or ancillary to the foregoing business.
3. To do such other things as are incidental, necessary or desirable in order to accomplish the foregoing purposes.

**ARTICLE FOUR - CAPITALIZATION**

The aggregate number of shares which the Corporation is initially authorized to issue is One Thousand (1,000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

IDAHO SECRETARY OF STATE  
06/27/2011 05:00  
CK: 1633 CT: 176879 DN: 1200103  
1 @ 100.00 = 100.00 CORP # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

## **ARTICLE FIVE - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is **657 KOSKI DRIVE, McCALL, IDAHO 83638**, and the name of its initial registered agent at such address is **TUCK A. MILLER**. The mailing address for the initial registered agent is **P.O BOX 2027, McCALL, IDAHO 83638**

## **ARTICLE SIX – DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is **one (1)**. The number of directors may be increased or decreased from time to time by resolution of the directors or voting shareholders. Once elected, the directors may be removed by a majority vote of the voting shareholders with or without cause. The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
<b>TUCK A. MILLER</b>	<b>P.O. BOX 2027 McCALL, ID 83638</b>

## **ARTICLE SEVEN – AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles in any manner now or hereafter prescribed or permitted by Idaho law.

## **ARTICLE EIGHT - LIMITATION ON DIRECTOR LIABILITY**

To the fullest extent permitted by Idaho law and subject to the bylaws of the Corporation, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for their conduct as a director, except in the case of fraud or bad faith. Any amendment to or repeal of this Article shall not adversely affect any right of a director of the Corporation with respect to any acts or omissions of the director occurring prior to such amendment or repeal.

## **ARTICLE NINE - INDEMNIFICATION**

To the fullest extent permitted by its bylaws and Idaho law, the Corporation is authorized to indemnify any of its officers, directors, employees and agents. Any amendment to or repeal of

this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal

#### **ARTICLE TEN – TRANSACTIONS WITH INTERESED PARTIES**

In the absence of fraud or bad faith, the Corporation may enter into contracts and otherwise transact any business with any of its directors, officers, and shareholders, and with any entities in which they may have an interest, so long as actual notice of such transaction is communicated to the non-involved directors, officers and shareholders of the Corporation prior to the commencement of such transaction. No notice shall be required if all directors or shareholders have actual knowledge of such interest.

#### **ARTICLE ELEVEN – INCORPORATOR**

The name and address of each Incorporator is:

Name

Address

**JOHN CURTIS HUCKS  
ATTORNEY AT LAW, P.C.**

**P.O. BOX 737  
NEW MEADOWS, ID 83654**

Executed by the undersigned on June 24<sup>th</sup>, 2011.

  
**JOHN CURTIS HUCKS – INCORPORATOR**