

# *State of Idaho*

## **Department of State**

### CERTIFICATE OF INCORPORATION OF

SUBSOIL BIO-TECH, INC.

File number C 112772

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 the above named corporation, 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 27, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Chae Seikel*

Nov 27 10 30 AM '95

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**SUBSOIL BIO-TECH, INC.**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being a person of legal age, does this day act for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and to that end hereby adopts Articles of Incorporation as follows:

I.

The name of the corporation is SUBSOIL BIO-TECH, INC.

II.

The nature of the business of the corporation and the objects to be transacted, promoted, or carried on by it are:

A. To engage in any lawful act of activity for which corporations may be organized under The Business Corporation Act of Idaho.

B. The provisions of this Article shall be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers therein specified shall be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article hereof.

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**III.**

**The corporation shall have perpetual existence.**

**IV.**

**The private property of the shareholders of the corporation shall not be subject to payments of corporation debts to any extent whatsoever.**

**V.**

**The registered office of the corporation is at 7360 Highway 95 South, Sagle, Idaho 83860 and its registered agent is Rita M. Abell.**

**VI.**

**The aggregate number of shares which the corporation shall have authority to issue is 500,000 shares of one class only and each share shall be without par value. All of said stock shall be common stock and non-assessable having equal voting rights, powers, preferences, and restrictions; each of said shares shall be in all respects equal to every other share.**

**VII.**

**The business of the corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall be no less than three (3); and subject to such minimum, may be increased to no more than five (5), and may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number shall be three (3).**

VIII.

The name and address of the incorporator is as follows:

Rita M. Abell	7360 Highway 95 South Road Sagle, Idaho 83860
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The names and addresses of the persons who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected are as follows:

Irwin A. Abell	7360 Highway 95 South Sagle, Idaho 83860
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Rita M. Abell	7360 Highway 95 South Sagle, Idaho 83860
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David D. Gerla	1339 Tetonia Drive Boise, Idaho 83705
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IN WITNESS WHEREOF, the incorporator has executed this instrument in triplicate on this 22 day of November, 1995.

  
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RITA M. ABELL

STATE OF IDAHO           )  
                                  :ss  
County of Bonner        )

On this 22 day of November, 1995, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared Rita M. Abell, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

  
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Notary Public in and for Idaho  
Residing at Sandpoint therein  
Commission Expires: 2/28/97