



CERTIFICATE OF INCORPORATION  
OF

K2M ENERGY SYSTEMS, 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 K2M ENERGY SYSTEMS, 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: May 25, 1984



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

K2M ENERGY SYSTEMS, INC.

The undersigned, LEO M. KNUDSON, A. E. KNUDSON and JACK R. MULDOON, all residents of the State of Idaho and citizens of the United States of America of age and majority do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Idaho and to that end do hereby adopt and execute the following Articles of Incorporation and do hereby certify and declare:

I.

The name of the corporation shall be "K2M ENERGY SYSTEMS, INC."

II.

The corporation is formed for the following purposes:

(a) For the sale and promotion of primarily products manufactured and produced by Energywave Corporation which are energy-conserving products and other similar energy-conserving products including the direct sale of the same to persons and corporations and to retail dealers. It shall further be the purpose of this corporation to establish independent dealerships for the distribution and sale of said products. It shall further be the purpose of this corporation to establish independent contractors for the purpose of selling, applying and installing said products and said corporation shall be authorized to do all other acts incidental to the carrying out of the aforestated purposes.

(b) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise as a corporation; to acquire, purchase, guarantee, hold mortgage,

own, vote, sell, pledge and/or otherwise dispose of or deal in shares, bonds, securities and debentures and other evidence of indebtedness of its own and other corporations, domestic or foreign; to pledge, mortgage and otherwise encumber the assets of the corporation.

(c) To conduct business in this state and other states in the United States of America, to have one or more offices or places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of the State of Idaho.

(d) To enter into, make, perform and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department of any state, municipality or government, and to engage in association with other corporations, partnerships, associations and individuals in the joint operation of legitimate business endeavor, and to acquire, hold, and purchase the assets franchises, permits, and good will of other operational organizations of whatever legal capacity engaged in business pursuits similar to those of this corporation.

(e) To act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payment of debts, notes, agreements, contracts and undertaking of any other person, firm, partnership or corporation; and including also the power to act as an accomodation co-maker or guarantor of obligations either as primary or secondary obligor.

(f) To do any and all other such acts, things and business in any manner connected with or necessary, incidental, convenient or auxilliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the best interests of the corporation.

(g) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression, or declarations of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; it is hereby expressly declared that any other lawful purposes not inconsistent with these Articles are intended to, and hereby are, included as purposes and powers of this corporation.

III.

The initial registered office of this corporation in the State of Idaho shall be located at Twin Falls, Idaho, and the address of said initial registered office is Box 1902  
305 Wall St. - Twin Falls, Idaho 83301 and the name of the initial registered agent at such address is A E Knudson  
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IV.

Duration of this corporation is perpetual.

V.

The corporation shall be governed by a Board of Directors. Numbers and members of the Board shall be fixed by the By-Laws of the corporation except that such number shall not be less than three nor more than five. The qualifications, duties, powers, limitations and other factors relevant to the functioning of the Board of Directors shall be set out in the By-Laws of this corporation.

VI.

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation, and shall have the power to adopt new By-Laws; this power may be exercised by the Board of Directors through a majority vote of Directors, subject to these Articles and the By-laws of the corporation, shall be subject to re-enactment, amendment or repeal by the shareholders of this corporation at their regular

meetings or at any meeting specially called for that purpose. A majority of the shareholders of the corporation may exercise the powers of re-enactment, amendment, or repeal heretofore set out. The By-Laws of this corporation shall regulate the manner of voting for this and other governing actions of the corporation.

VII.

The amount of authorized stock of the corporation shall be 1,000 shares of stock with a no par value.

VIII.

NONASSESSABILITY: None of the authorized shares of stock of this corporation shall be assessable.

IX.

INITIAL BOARD OF DIRECTORS: Three directors shall constitute the initial board of directors whose names and addresses are as follows:

Leo M. Knudson, P.O. Box 4054, Pocatello, ID 83201;  
A. E. Knudson, P.O. Box 1902, Twin Falls, ID 83301;  
Jack R. Muldoon, 1408 Holly Dr., Twin Falls, ID 83301.

The names and post office addresses of each incorporator of this corporation and the number of shares subscribed by each incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Leo M. Knudson	P.O. Box 4054 Pocatello, ID 83201	300
A. E. Knudson	P.O. Box 1902 Twin Falls, ID 83301	300
Jack R. Muldoon	1408 Holly Dr. Twin Falls, ID 83301	300

IN WITNESS WHEREOF, the parties have executed these  
Articles of Incorporation this 23<sup>rd</sup> day of May, 1984.

Leo M. Knudson  
A. E. Knudson  
Jack Mulbon

STATE OF IDAHO                    )  
  ) ss.  
COUNTY OF TWIN FALLS        )

On this 18 day of May, 1984, before me, the  
undersigned, a Notary Public for Idaho, personally appeared  
LEO M. KNUDSON, known to me to be the person whose name is  
subscribed to the foregoing 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  
first above written.

Sandra Howell  
NOTARY PUBLIC FOR IDAHO  
Residing at: Bannock County  
Boise Idaho  
(277) exp. 3-7-88

STATE OF IDAHO                    )  
  ) ss.  
COUNTY OF TWIN FALLS        )

On this 23 day of May, 1984, before me, the  
undersigned, a Notary Public for Idaho, personally appeared  
A. E. KNUDSON, known to me to be the person whose name is  
subscribed to the foregoing 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  
first above written.

Barbara L. Delmore  
NOTARY PUBLIC FOR IDAHO  
Residing at: Twin Falls

STATE OF IDAHO )  
 ) ss.  
COUNTY OF TWIN FALLS )

On this 23 day of May, 1984, before me, the undersigned, a Notary Public for Idaho, personally appeared JACK R. MULDOON, known to me to be the person whose name is subscribed to the foregoing 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  
first above written.

Barbara L. Delmore  
NOTARY PUBLIC FOR IDAHO  
Residing at: Twinn Falls