

# State of Idaho

## Department of State.

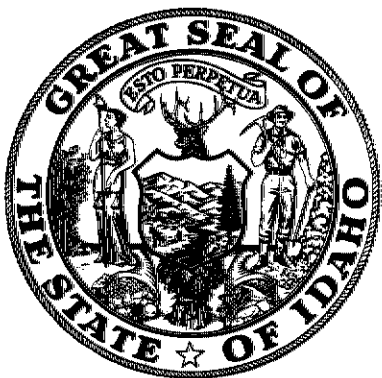
### CERTIFICATE OF INCORPORATION OF

WATERSORB, 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 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: June 11, 1987



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Sandra Matthews*

ARTICLES OF INCORPORATION  
RECEIVED  
SEC. OF STATE

OF

WATERSORB, INC.

87 JUN 11 AM 9 06

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is WATERSORB, INC..

SECOND: The period of its duration is perpetual.

THIRD: This corporation is formed under the Idaho Business Corporation Act to engage in the general business of marketing and distributing industrial products and in all other businesses lawful under said Act necessary or convenient to such endeavors in pursuit of which it shall have each and every power, without limitation, granted by such Act.

FOURTH: The capital stock of this corporation shall be TWO HUNDRED THOUSAND DOLLARS (\$200,000) divided into TWO MILLION (2,000,000) shares having a par value of TEN CENTS (\$ 0.10) each.

(a) The capital stock of this corporation shall be common stock, which will be fully paid when issued and nonassessable.

(b) No preemptive or conversion rights shall exist.

FIFTH: The address of the registered office of this corporation is HC 01 Box 246, Kellogg, Idaho, and Roger Lillibridge is its registered agent at such office.

SIXTH: The name and address of each incorporator is:

Roger A. Lillibridge  
Box 993  
Pinehurst, ID 83850

Fred W. Brackebusch  
HC 01 Box 246  
Kellogg, ID 83837

SEVENTH: The number of directors of the corporation shall be three (3) to seven (7) as may be determined by resolution of the directors.

The number of directors constituting the initial board of is three (3), and the names and address of the persons who are to serve as directors until the first annual meeting of shareholder or until their successors are elected and shall qualify are:

Roger A. Lillibridge

Fred W. Brackebusch

Elsie R. Lillibridge, Box 993, Pinehurst, Idaho 83850

EIGHTH: The Board of Directors shall have the power to adopt, alter, amend, or repeal the By-Laws of the corporation.

TENTH: The director or officer of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as vendor, purchaser, or otherwise; and in the absence of actual fraud no transaction or contract of the corporation shall be void or voidable by reason of the fact that any director or officer, or firm of which any director or officer is a member, or any other corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract; provided, that such transaction or contract is, or shall be authorized, ratified or approved (1) by

a vote of a majority of a quorum of the Board of Directors, or of the Executive Committee, if any, counting for the purpose of determining the existence of such majority or quorum, any Director, when present, who is so interested, or who is a member of a firm who is interested; or (2) at a stockholders meeting by a vote of a majority of the outstanding share of stock of the corporation represented at such meeting and then entitled to vote, or by writing or writings signed by a majority of such holders of stock which shall have the same force and effect as though such authorization, ratification or approval were made by the stockholders; and no director or officer shall be liable to account to the corporation for any profits realized by him through any such transaction or contract of the corporation authorized, ratified or approved, as aforesaid, by reason of the fact that he may be, or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, was interested in such transaction. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transaction in any other manner than permitted by law, or invalidate or made voidable any contract or

transaction which would be valid without reference to the provisions of this paragraph.

IN WITNESS WHEREOF, we have hereunto set our hands and seal in quadruplicate this 9<sup>th</sup> day of June, 1987.

Fred W. Brackelush

STATE OF IDAHO )  
County of Shoshone ) ss.

Roger A. Lillibridge

On this 9<sup>th</sup> day of June, 1987, before me, the undersigned, a Notary Public for the State aforesaid, personally appeared Fred W. Brackelush and Roger A. Lillibridge, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year in this certificate first above written.

Arl D. Dill  
Notary Public in and for the State of  
Idaho, Residing at: Mullan  
Idaho.  
My Commission Expires: 9/5/91