

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

MOONWALKER EXPLORATION, 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: **November 30, 1987**



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

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

ARTICLES OF INCORPORATION  
OF  
MOONWALKER EXPLORATION, INC.

Nov 30 2 58 PM '01  
SECRETARY OF STATE

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

1. The name of the corporation is MOONWALKER EXPLORATION, INC.
2. The period of its duration is perpetual.
3. The purpose or purposes for which this corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
4. The corporation is authorized to issue two classes of common stock designated as class A common stock and class B common stock. The total number of shares that may be issued is 2,000,000 without par value, 1,000,000 to be class A common stock and 1,000,000 to be class B common stock. All or any part of the shares of both classes of common stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the board of directors, as provided by law, with due regard to the interest of the existing shareholders. When such consideration has been received by the corporation, such shares shall be deemed to be fully paid.

The nature and extent of the preferences, rights, privileges and restrictions granted to or imposed upon the holders of the respective classes of stock are as follows:

(a) The holders of class A common stock shall have full voting privileges and power for all purposes.

(b) The holders of class B common stock shall have no voting privileges or power except as may from time to time be mandatorily required by the laws of the State of Idaho. In all other respects, class B common stock shall have the same rights, privileges and power as class A common stock.

(c) In the event of liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the remaining assets and funds shall be divided and paid to the holders of the common stock according to their respective shares.

(d) Only the holders of class A common stock shall be entitled to the right to vote in any matters concerning the corporation. Holders of class B common stock shall not have any voting rights.

5. No shareholder shall have the right or power to sell his common shares without first offering them to the corporation at a price equal to the bona fide offer price received by the selling shareholder. The selling shareholder shall promptly give written notice of the offer to the corporation, providing the name and address of the purchaser, the date of the offer, price and all other terms and conditions. This notice of proposed sale shall constitute an offer by the selling shareholder to sell his interest in the common shares involved to the corporation. The corporation shall have the exclusive option, which must be exercised within 30 days, to purchase from the selling shareholder his interest in the common shares involved at the same price and upon the same terms and conditions listed in the notice of proposed sale delivered to the corporation.

Should the corporation exercise its option to purchase within the time allowed, it shall make payment to the selling shareholder within 120 days of the date the option was exercised, unless the terms and conditions of the offer provide otherwise. If the corporation does not exercise its option to purchase within the time allowed, the selling shareholder must sell to the party who made the bona fide offer within 60 days of the expiration date of the corporation's option period. The selling shareholder may sell to no one other than the named person who made the bona fide offer, and may not change any terms or conditions of said offer. Their failure of the selling shareholder to sell within this period of time shall terminate his right to sell the shares involved without first again offering them to the corporation as per the procedure established in the preceding paragraph.

Any attempted sale of common shares that are not in compliance with the procedures set forth herein shall be void and of no effect. The corporation shall be an interested party expressly empowered to enforce a cancellation or nullification of such attempted sale. A selling shareholder shall not participate in the decision by the corporation to exercise its option to purchase the common shares involved in the notice of proposed sale, and the number of common shares owned by the selling shareholder shall be excluded in determining the number of votes necessary for the approval of such decision.

6. At each election for directors every shareholder of class A common stock entitled to vote at such election shall only have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote. No shareholder shall have a right to cumulate his votes for the election of directors.

7. Sixty percent (60%) of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

8. The address of the corporation's initial registered office is 8409 Fairview, Boise, Idaho 83704

9. The name of the corporation's initial registered agent at such registered office is Ken West.

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

Ken West	2605 Linda Vista Boise, Idaho 83704
Glenn E. Guille, Jr.	4410 Airport Road Nampa, Idaho 83651
Edwin Bosworth	11130 Arabian Way Boise, Idaho 83709

11. The name and address of each incorporator is:

Ken West	2605 Linda Vista Boise, Idaho 83704
Glenn E. Guille, Jr.	4410 Airport Road Nampa, Idaho 83651
Edwin Bosworth	11130 Arabian Way Boise, Idaho 83709

Dated this 30<sup>th</sup> day of November 1987

  
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KEN WEST, Incorporator

  
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GLENN E. GUILLE, Jr., Incorporator

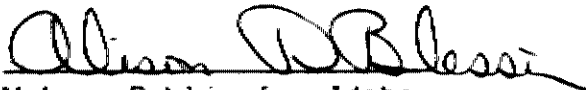
  
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EDWIN BOSWORTH, Incorporator

ACKNOWLEDGMENTS

State of Idaho )  
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County of Ada  )

On this date, 11-30-87, before me, a Notary Public, personally appeared KEN WEST, GLENN E. GUILLE, JR. and EDWIN BOSWORTH, known or identified to me to be the persons whose names are subscribed to the within instrument, the Articles of Incorporation for Moonwalker Exploration, Inc., and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have here unto set my hand and seal the day and year last written above.



Notary Public for Idaho  
Residing at Boise

My Commission Expires 11-28-92