



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

\_\_\_\_\_  
R & M, INC.

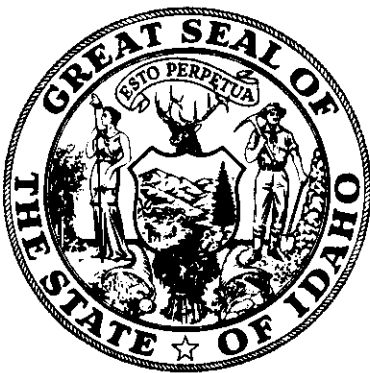
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

\_\_\_\_\_  
R & M, 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 \_\_\_\_\_ March 18 \_\_\_\_\_, 19 80 .



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

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ARTICLES OF INCORPORATION  
SECRETARY OF STATE

SECRETARY OF STATE

OF

R & M, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned incorporators, being natural persons of majority age, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Model Business Corporation Act, Title 30, Idaho Code, do hereby certify as follows:

ARTICLE I.

NAME

The name of this corporation shall be R & M, INC..

ARTICLE II.

DURATION

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE III.

PURPOSES

The purposes for which said corporation is formed are:

- (a) For the manufacture, development, marketing, distribution and sale of gasahol as a fuel and for the recapture, manufacture, development, marketing, distribution and sale of the by-products resulting from the manufacture of gasahol, including, but not limited to, carbon dioxide and carbonation products and high-protein feed for cattle.
- (b) To conduct business in this State or other States, District of Columbia, territories and colonies of the United States and foreign countries or territories as allowed by law, and to maintain one or more offices or other places of business outside of this State, and to receive, purchase, hold, acquire, deal in and with any real or personal property or any interest therein, either within or outside the State of Idaho, reasonably calculated to promote the purposes of this corporation.

- (c) To have, exercise, enjoy and participate in all the powers now or hereafter granted to corporations organized under the laws of this State, and particularly all of the lawful powers and privileges granted to corporations under Title 30, Idaho Code, including any future amendments thereto, and to do any act or thing necessary or convenient for the carrying into effect of any and all of the aforesaid objects and purposes.

#### ARTICLE IV.

##### SHARES

The corporation is authorized to issue 10,000 shares of a single voting class, being common stock, with a par value of \$1.00 per share. This aggregate number of shares which the corporation shall have authority to allot shall be considered all one class to be known as common shares or stock.

The private property of the stockholders of the corporation shall not be subject to any payment of corporate debts to any extent whatever, and the stock held by said stockholders shall be fully paid and non-assessable.

Shareholders shall be granted preemptive rights to preserve their relative proportionate ownership under such terms and conditions as the Board of Directors may fix for the purpose of providing a fair and reasonable opportunity for the exercise of such right.

#### ARTICLE V.

##### PRINCIPAL OFFICE AND REGISTERED AGENT

The principal place of business of this corporation shall be Star Route B, P. O. Box 111, Bruneau, Idaho 83604, which shall also be the address of its registered agent, who is WILLIAM E. ROSE.

#### ARTICLE VI.

##### INCORPORATORS AND DIRECTORS

The names and post office addresses of the incorporators and the initial Board of Directors who are to serve until the first annual meeting of shareholders or until their successors be elected and qualify, are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Incorporators:</u> William E. Rose	Star Route B, P. O. Box 111
Eugene C. Migneault	Bruneau, Idaho 83604
	6750 Diamond Way, Boise, ID 83709
<u>Directors:</u> William E. Rose	same as above
Eugene C. Migneault	same as above
Lorraine A. Rose	Star Rt., Box 111, Bruneau, ID
Sandra J. Migneault	6750 Diamond Way, Boise, ID

#### ARTICLE VII.

##### CONDUCT OF BUSINESS

The business and financial affairs of this corporation shall be managed and controlled by a board of four (4) directors or such other number as shall from time to time be specified by the By-Laws, to be elected annually at the annual meeting of the stockholders.

#### ARTICLE VIII.

##### MEETINGS


The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held at the office of this corporation in Boise, Idaho, on the 2nd day of January of each year, at such other places as may be determined from time to time by the Board of Directors. In all elections for directors, each stockholder shall be entitled to one vote for each share of stock owned by him for each director to be elected. The vote for the election for directors shall be conducted in such manner and form as may be provided by the By-Laws.

#### ARTICLE IX.

##### BY-LAWS


The Board of Directors of this corporation, in the manner provided in the ByLaws, shall have the power to repeal or amend the ByLaws or to adopt a new code of ByLaws.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 26th day of February, 1980.

  
 WILLIAM E. ROSE

  
 EUGENE C. MIGNEAULT

SUBSCRIBED AND SWORN TO BEFORE Me this 26th day of February, 1980.

  
NOTARY PUBLIC FOR IDAHO  
Residing at Boise, Idaho