

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

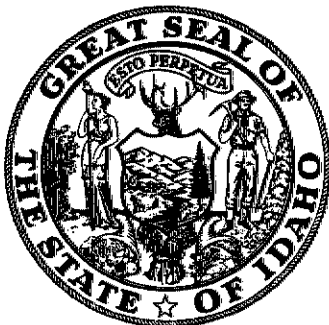
PROTERRA-IDAHO, INC.

File number C 109135

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: January 23, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Seibel*

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SEC. OF STATE
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ARTICLES OF INCORPORATION
OF
PROTERRA-IDAHO, INC.

IDAHO SECRETARY OF STATE
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CX #: 1057 CUST# 43927
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I, the undersigned natural person over the age of eighteen years, acting as the incorporator of a corporation, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the corporation is PROTERRA-IDAHO, Inc.

ARTICLE II

The Corporation shall exist perpetually or until dissolved according to law.

ARTICLE III

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized.

ARTICLE IV

The aggregate number of shares which the Corporation shall have the authority to issue is Fifty Thousand (50,000) shares of Common Stock all of which shall have no par value. All corporation stock shall be of the same class and have the same rights and preferences.

ARTICLE V

PAID IN CAPITAL

The Corporation shall not commence business until consideration of the value of at least One Thousand Dollars has been received for the issuance of shares.

ARTICLE VI

BY-LAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the By-Laws. Changes in the By-Laws shall only be made upon the approval of

the owners of not less than a majority of the then issued and outstanding capital stock of the Corporation.

ARTICLE VII

PREEMPTIVE RIGHTS

No holder of shares of any class of stock of the Corporation shall have any preemptive or preferential rights of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, whether issued or sold. The term "convertible obligations" as used herein shall include any notes, bonds or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation. There shall be no cumulative voting of shares of the capital stock of the Corporation.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 2401 S. Apple #L204, Boise Idaho 83318, and the name of its initial registered agent at such address is:

Steven R. Petersen

ARTICLE IX

DIRECTORS

The number of directors which shall constitute the Board of Directors of the Corporation shall be as prescribed by the By-Laws. The number of directors constituting the initial Board of Directors of the Corporation shall be one (1) and the name, office and addresses of the person who is to serve as director until the first meeting of the shareholders or his successor are elected and shall qualify is:

Charles W. Akerlow
PROTERRA, INC.
4885 South 900 East, Suite 207
Salt Lake City, Utah 84117

ARTICLE X

AMENDMENT TO ARTICLES

These Articles may be amended only upon the approval of the owners of not less than a majority of the then issued and outstanding capital stock of the Corporation.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is:

**Charles W. Akerlow
PROTERRA, INC.
4885 South 900 East, Suite 207
Salt Lake City, Utah 84117**

Dated this 13th day of January, 1995.


Incorporator
