

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

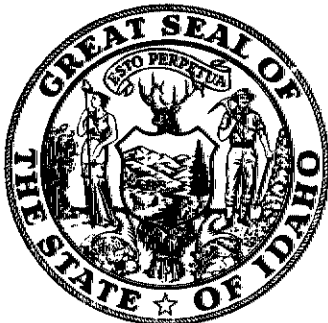
ENERGY INVESTORS, INC.

File number C 110126

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: April 6, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sibel*

ARTICLES OF INCORPORATION  
OF  
ENERGY INVESTORS, INC.

APR 6 1 10 PM '95  
SECRETARY OF STATE

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THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is ENERGY INVESTORS, INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is for any lawful purpose.

FOURTH

The aggregate number of shares of stock which the corporation shall have authority to issue is 1,000,000. All of the stock shall be common stock, with no par value, of which 10,000 shares shall be voting common stock and 990,000 shares shall be nonvoting common stock. Voting common stock and nonvoting common stock shall be identical in all respects, except that the holders of nonvoting common stock shall have no voting power for any purpose whatsoever and the holders of voting common stock shall, to the exclusion of the holders of the nonvoting common stock, have full voting power for all purposes.

FIFTH

The location of the initial registered office of the corporation is 3590 South Ashbury Way, Boise, Idaho 83706 and the name of its initial registered agent is Todd M. Hitchcock.

IDAHO SECRETARY OF STATE  
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CK #: 58660 CUST# 20168  
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## SIXTH

The number of directors constituting the initial Board of Directors is two (2) or more, and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until successors are elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Todd M. Hitchcock	3590 South Ashbury Way Boise, ID 83706
Robert T. Hitchcock	Box H New Meadows, ID 83654

## SEVENTH

The name and address of the incorporator is as follows:

Jeri Kay Rose  
P.O. Box 1368  
Boise, ID 83701

## EIGHTH

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the shareholders.

## NINTH

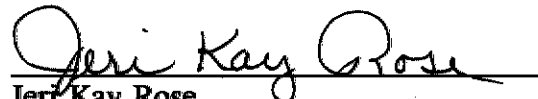
At each meeting of the shareholders, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders, in person or by proxy. Shareholders shall not be entitled to vote their shares cumulatively in the election of directors of the corporation.

## TENTH

A director of this corporation shall not be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to this corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 30-1-48, Idaho Code, or (d) for any transaction from which

the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act as so amended. Any repeal or modification of this Article Tenth by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned incorporator hereunto sets his hand and seal this 16<sup>th</sup> day of April, 1995.

  
Jeri Kay Rose