

State of Idaho

Department of State

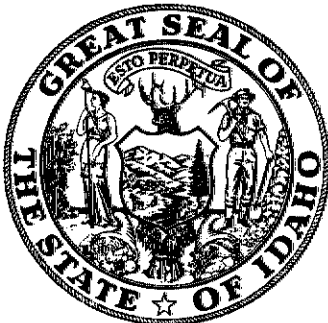
CERTIFICATE OF INCORPORATION OF

ROCKY MOUNTAIN REGIONAL VENTURE GROUP, INC.
File number C 110299

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 ROCKY MOUNTAIN REGIONAL VENTURE GROUP, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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 20, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Bedres*

ARTICLES OF INCORPORATION

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SEC. OF STATE

OF

REGIONAL

ROCKY MOUNTAIN/VENTURE GROUP, INC.

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The undersigned, acting as incorporator of Rocky Mountain/^{Regional}Venture Group, Inc., a corporation to be organized under the Idaho Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation for the corporation pursuant to said Act:

ARTICLE ONE

NAME

The name of the corporation is Rocky Mountain/^{Regional}Venture Group, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The purposes of the corporation and its powers are the following:

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1. To encourage the creation and promote the development of growth oriented business ventures by providing business and personal networking opportunities, by assisting in the sharing of valuable business experiences, by creating awareness of entrepreneurial opportunities through local community service activities, and by enhancing individual business knowledge by providing education meetings, workshops and conferences.

2. To do all such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

3. To have no purpose nor engage in any activity which would not be consistent with the requirements of Sections 501(c)(3) and (6) of the Internal Revenue Code of 1986, nor engage in any activity which would not be of an educational or charitable nature, consistent with the foregoing.

4. All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to the foregoing charitable and educational purposes and no part of the monies, properties or assets of this corporation upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any member of the corporation, except as such member may be a corporation which has charitable purposes and which is exempt from taxation, and particularly the federal income tax. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted by an organization exempt from federal income tax under Sections 501(c)(3) or (6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the

corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable or educational purposes and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing of such instructions under such circumstances. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

6. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, not inconsistent with the foregoing.

ARTICLE FIVE

MEMBERSHIP

The corporation shall have one or more classes of members, whose rights with respect to voting, dissolution, redemption, and transfer, shall be as set forth in the by-laws of the corporation from time to time. Except as so provided in the by-laws, all members shall have the same rights and obligations with respect to those and any other matters. Members shall be admitted, suspended, or expelled in accordance with such rules as may be set forth in the by-laws from time to time. One-third (1/3) of those members who hold voting privileges, appearing either in person, by proxy, by mailed written ballot or by

absentee ballot, shall constitute a quorum at a meeting of members.

ARTICLE SIX

INCORPORATORS

That the name and address of the person who is the incorporator are:

<u>Name</u>	<u>Address</u>
Dennis Cheney	781 West Pleasant Street Idaho Falls, ID 83404

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of directors of this corporation shall be that number designated by the Board of Directors from time to time as set forth in the bylaws, but no fewer than three (3). The names and addresses of the persons who are to serve as directors until the next annual election of directors or until their successors are elected and shall qualify are:

Dennis Cheney
781 West Pleasant Street
Idaho Falls, ID 83401

Bob Blyth - US Department of Energy
Idaho Operations Office
850 Energy Dr. MS 2518
Idaho Falls, ID 83401-1563

Lonnie Mollberg
P.O. Box 51486
Idaho Falls, ID 83405

Randy Kern
655 W. Sunnyside Rd
Idaho Falls, ID 83402

Lee Gagner
Re-Max Homestead Realty
1301 E. 17th Suite 1
Idaho Falls, ID 83404

~~Don MacKay, III
Bridge Resources
465 Gladstone
Idaho Falls, ID 83403~~

Cathy Glavin - 591 Park Ave, Ste. 302
Idaho Falls, ID 83402

William Carpenter - Lockheed Idaho Technologies
P.O. Box 1625
MS 1624
Idaho Falls, ID 83415

Gary Schneider
US Department of Energy
Idaho Operations Office
850 Energy Dr., MS 1219 Idaho Falls, ID 83401-1563
Ronald Van Horssen
P.O. Box 9119
Jackson, Wy 83001

Gerald McNabb - JR Simplot
P.O. Box 912
Pocatello, ID 83204

Wayne Jones
Precision Plastics
1330 Enterprise
Idaho Falls, ID 83402

Fred Seca
Idaho Falls Chamber of Commerce
505 Lindsay Blvd
Idaho Falls, ID 83405

Lary Larson
Hopkins, Roden, Crockett,
Hansen & Hoopes
428 Park Avenue
Idaho Falls, ID 83405-1219

ARTICLE EIGHT

REGISTERED OFFICE AND AGENT

The location and address of the initial registered office of the corporation is 781 West Pleasant Street, Idaho Falls, ID 83401, and the name of the initial registered agent of the corporation at such address is Dennis Cheney.

ARTICLE NINE

INDEMNIFICATION

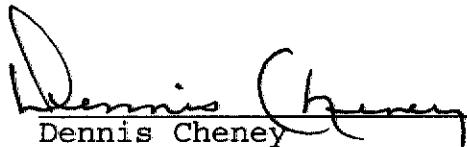
The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the Idaho Non-profit Corporation Act, and the Idaho Business Corporation Act.

ARTICLE TEN

AMENDMENT

All amendments to these Articles shall require the approval of the members as well as the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand this 7
day of September, 1994.


Dennis Cheney
Incorporator

STATE OF IDAHO)
County of Bonneville) ss.

On this 7 day of September, 1994, before me,
Tami Crook, a Notary Public in and for said State,
personally appeared Dennis Cheney, known or identified to me to
be the person whose name is subscribed to the within instrument,
and acknowledged to me that she executed the same.

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

(S E A L)

Tami Crook
Notary Public for Idaho
Residing at: Idaho Falls
My Commission Expires: 6/9/99