

ARTICLES OF INCORPORATION OF HUNTSMAN SPRINGS INC.

2007 FEB 23 AM 8:55

 SECRETARY OF STATE
 STATE OF IDAHO
 OFFICE OF THE SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act (the "Act"), adopts the following articles of incorporation for such corporation:

1. Name. The name of the corporation is Huntsman Springs Inc. (the "Corporation").
2. Purposes And Powers. The Corporation is organized for the development of real estate and any and all other lawful purposes for which a corporation may be organized under the Act, as amended from time to time. The Corporation shall have and may exercise all powers necessary or convenient for the carrying out of any or all of the purposes for which it is organized.
3. Authorized Shares. The Corporation is authorized to issue one class of shares. The total number of shares the Corporation is authorized to issue is two million shares of common stock, no par value (the "Common Stock"). All voting rights of the Corporation shall be exercised by the holders of the Common Stock. The holders of the Common Stock shall be entitled to receive the net assets of the Corporation upon the dissolution of the Corporation. All shares of the Common Stock shall be fully paid and non-assessable.
4. Registered Office and Agent. The address of the initial registered office of the Corporation is 60 East Wallace, Driggs, Idaho 83422, and the name of its initial registered agent at such address is Sean Moulton.
5. Officer and Director Liability.
 - (a) The Corporation shall indemnify and advance expenses to its directors and officers and to any person who is or was serving at the Corporation's request as a director or officer of another domestic or foreign corporation or other person or of an employee benefit plan (and their respective estates or personal representatives) to the fullest extent as from time to time permitted by Idaho law.
 - (b) The personal liability of the directors and officers of the Corporation to the Corporation or its shareholders, or to any third person, shall be eliminated or limited to the fullest extent as from time to time permitted by Idaho law.
 - (c) Any repeal or modification of this Article 5 by the shareholders of the Corporation shall not adversely affect any right or protection of any person existing at the time of such repeal or modification.

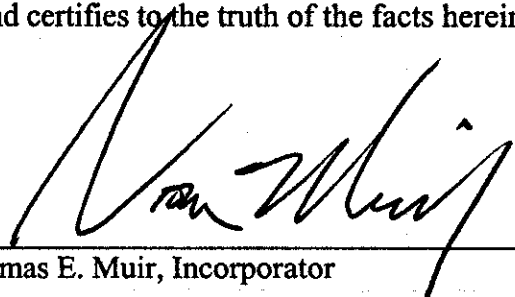
 IDAHO SECRETARY OF STATE
 02/23/2007 05:00
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6. Incorporator. The name and address of the incorporator is as follows:

Thomas E. Muir
500 Huntsman Way
Salt Lake City, Utah 84108

IN WITNESS WHEREOF, the undersigned, being the incorporator of the Corporation, hereby executes these articles of incorporation and certifies to the truth of the facts herein stated, this January 30, 2007.



Thomas E. Muir, Incorporator

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, Sean Moulton, hereby acknowledges that the undersigned has been named as registered agent of Huntsman Springs Inc., an Idaho corporation to be formed pursuant to the articles of incorporation to which this acknowledgment is attached, and the undersigned hereby agrees to act as registered agent of said corporation.



Sean Moulton, Registered Agent

MAILING ADDRESS

If, upon completion of filing of the above articles of incorporation, the Idaho Secretary of State elects to send a copy of the articles of incorporation to the Corporation by mail, the address to which the copy should be mailed is:

Stoel Rives LLP
201 S. Main Street Suite 1100
Salt Lake City, Utah 84111
Attention: Mark R. Carman