

ORIGINAL
IN RED

FILED EFFECTIVE

ARTICLES OF INCORPORATION (NONPROFIT)

OF

2006 JUL 17 AM 9:40

EARTH SYNERGY INCORPORATED

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as Incorporator of a Nonprofit Corporation ("Corporation"), and in order to form a nonprofit corporation under the provisions of the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code ("Act"), adopts and submits the following Articles of Incorporation ("Articles") to the Secretary of State of the State of Idaho.

I. NAME.

The name of this Corporation is EARTH SYNERGY INCORPORATED.

II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

III. PERIOD OF DURATION.

The period of duration of this Corporation is perpetual.

IV. REGISTERED OFFICE AND REGISTERED AGENT.

The initial registered office of this Corporation is 613 North 4th Avenue, Hailey, Idaho 83333.

The name of the initial registered agent of this Corporation at that address is WENDY J. PABICH.

V. MAILING ADDRESS.

The initial mailing address of the Corporation is P.O. Box 2836, Hailey, Idaho 83333.

VI. PURPOSES AND POWERS.

A. To provide community-oriented and higher educational services; and, to conduct scientific research; specifically, to solicit donation of funds and property to support innovative basic and applied scientific research and demonstration projects aimed at synergistic use of the Earth's energy and material cycles through which sun, water, wind and earth are linked, providing us with

sustainable energy to fuel our lives; and additionally, to provide educational and scientific services, as the Board of Directors shall from time to time elect.

B. Charitable, religious, education, or scientific within the meaning of § 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such § 501(c)(3).

C. To exercise all powers granted by law as is necessary, convenient and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value, and the power to do all things described or permitted by Idaho Code § 30-3-24; provided, nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment there to or substitute therefore, may not at that time lawfully carry on or do.

VII. LIMITATIONS.

No part of the net earnings of the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services rendered; (ii) to make payments and distributions in furtherance of the purposes set forth in Article VI. hereof; and (iii) to make distributions to any member that is a corporation, community chest, fund or foundation as shall at the time qualify as an exempt organization under § 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. No substantial part of the activities of the Corporation shall be for 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under § 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

VIII. MEMBERS.

The Corporation shall not have voting members.

IX. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws; provided, however, there shall always be at least three (3) Directors. Directors of the Corporation need not be members of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The name and addresses of the persons to serve as the initial Board of Directors is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|---|
| WENDY PABICH | 613 North 4 th Avenue, Hailey, Idaho 83333 P.O. Box 2836, Hailey, Idaho 83333 |
| NICOLE SIRAK | 710 Pueblo Street, Boise, Idaho 83702 |
| JOSHUA SOLLY | 141 Bird Drive, Ketchum, Idaho 83340 P.O. Box 4223, Ketchum, Idaho 83340 |
| JULIE GLUSKER | 975 Mountain Willow Lane, Park City, Utah 84098; P.O. Box 681945, Park City, Utah 84068 |

X. ADVISORY COUNCIL.

If the Board of Directors deems it necessary, it shall be authorized to appoint an Advisory Council, which shall have such powers and authority as are set forth in the Bylaws or otherwise provided by the Board of Directors.

XI. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation in any manner as is consistent with the purposes of the Corporation and made to an organization or organizations as shall at that time qualify as exempt organizations under § 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the District Court of Blaine County, exclusively for the Corporation's purposes or to such organizations as such Court shall determine to be consistent with the purposes of the Corporation.

XII. INCORPORATOR.

The name and address of the Incorporator of this Corporation is WENDY J. PABICH, 613 North 4th Avenue, Hailey, Idaho 83333; P.O. Box 2836, Hailey, Idaho 83333.

XIII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws as to be adopted by the initial Board of Directors.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 13th day of July, 2006.

By: 
WENDY J. PABICH
Its: Incorporator