

CORPORATE
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INC.

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1.) North American Geothermal Group, Inc.
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**ARTICLES OF INCORPORATION
OF
NORTH AMERICAN GEOTHERMAL GROUP, INC.**

The undersigned natural person of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 607 of Florida Statutes, as amended, adopts the following Articles of Incorporation:

**ARTICLE I.
NAME**

The name of this corporation is North American Geothermal Group, Inc.

**ARTICLE II.
PRINCIPAL OFFICE**

The principal place of business/mailing address is: 8420 Rockcreek Parkway, Cordova, TN 38018.

**ARTICLE III.
PURPOSE**

This corporation shall have general business purposes and shall have unlimited power to engage in, and to do any lawful act concerning any and all lawful business for which corporations may be organized under Florida Statutes, Chapter 607, including, but not limited to the power: to acquire, hold, mortgage, pledge or dispose of the shares, bonds, securities and other evidences of indebtedness of any domestic or foreign corporation; to carry out said general business purposes in any state, territory, district or possession of the United States, or in any foreign country to the extent that such purposes are not forbidden by the laws thereof; and in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit, in any certificate for

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application to do business, the purposes or purposes which the corporation proposes to carry on therein to such as are not forbidden by law thereof.

**ARTICLE IV.
DURATION**

The duration of this corporation shall be perpetual.

**ARTICLE V.
REGISTERED AGENT**

The name and Florida street address of the registered agent is: NRAI Services, Inc. 526 East Park Avenue, Tallahassee, FL 32301

**ARTICLE VI.
SHARES**

The Board of Directors of the Corporation is authorized to issue one or more classes or series of stock, to set different rights and/or preferences for each class or series, to set different par values for each class or series of shares of the corporation. Without in any manner limiting the scope of the foregoing grant of authority to the Board of Directors, the corporation is authorized to issue 1,000,000 shares, \$.001 par value, voting, common stock. No holder of common shares nor of any security convertible into, nor of any warrant, option, or right to purchase, subscribe for, or otherwise acquire shares of any other class or series of the corporation, whether now or hereafter authorized, shall, as such holder, have any preemptive right to purchase, subscribe for, or otherwise acquire shares of any class or series of the corporation, or any security convertible into, or any warrant, option, or right to purchase, subscribe for, or otherwise acquire shares of any class or series of the corporation, whether now or hereafter authorized. Cumulative voting shall not be permitted.

**ARTICLE VII.
INCORPORATOR**

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Gary L. Huusko	15 South Fifth Street Suite 1200 Minneapolis, MN 55402-1063

**ARTICLE VIII.
DIRECTORS**

The business of this corporation shall be managed by a Board of Directors. The number of directors of the corporation shall be fixed by the vote of the holders of a simple majority of the shares entitled to vote, or by Unanimous Written Consent of the Shareholders. The directors shall be elected by the shareholders at their regular meetings provided, however, that directors shall hold their respective offices for the term, if any, specified at the time of election and until their successors are elected and shall have qualified. Vacancies in the Board of Directors may be filled by the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his successor is elected by the shareholders who make such election at their next annual meeting or at any special meeting called for that purpose, and shall have qualified.

**ARTICLE IX.
SUBSCRIPTION FOR SHARES**

The Board of Directors of this corporation may accept or reject subscriptions for shares made after incorporation, and may grant rights to convert any securities of this corporation into shares or grant options to purchase or subscribe for shares of any class or classes.

ARTICLE X.
BYLAWS

The Board of Directors of this corporation may make and alter the Bylaws of the corporation, subject to the power of the shareholders to change or repeal such bylaws provided, however, the Board of Directors shall not make or alter any bylaw fixing the number, qualifications or term of office of directors.

ARTICLE XI.
DIRECTOR ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors of the corporation may be taken by written action signed by that number of directors that would be required to take the same action at a meeting of the board at which all directors were present, except as to those matters requiring shareholder approval, in which case the written action must be signed by all members of the Board of Directors then in office.

ARTICLE XII.
AMENDMENT OF ARTICLES

All or any portion of these Articles of Incorporation may be amended solely by the affirmative vote of the holders of a simple majority of the shares entitled to vote.

ARTICLE XIII.
ACTION BY SHAREHOLDERS

The holders of a simple majority of the outstanding common shares may authorize the sale, lease, exchange or other disposition of all, or substantially all, of the corporation's property and assets, including its goodwill.

IN TESTIMONY WHEREFORE, I have hereunto set my hand this 20th day of October,
2000.

Gary L. Huusko
Gary L. Huusko, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

NRAI SERVICES, INC.

By: Beth Ray, Asst. Secretary
Signature/Registered Agent

10-20-00
Date

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