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T H E W E S T E R N P O W E R C O M P A N Y

FROM ALL MEN BY THESE PRESENTS:

THAT, WE THE UNDERSIGNED, have this 25th, day of April, A.D. 1905, voluntarily associated ourselves together, for the purpose of forming a corporation, under and by virtue of the General Incorporation Laws of the State of Idaho, AND DO THEREFORE MAKE SIGN AND ACKNOWLEDGE these "Articles" in writing, which when filed with the proper authorities shall constitute the "ARTICLES OF INCORPORATION", of "THE WESTERN POWER COMPANY" and pursuant to said purpose, DO HEREBY DECLARE, as follows, to-wit:

F-I-R-S-T

THAT, the name of said corporation is and shall be when so formed and created, "THE WESTERN POWER COMPANY"

S-E-C-O-N-D

THAT, the purposes for which said corporation is formed are as follows, to-wit;

1st. To manufacture, export, import, buy, sell and generally deal in goods, wares, merchandise, and property of every class and description, to conduct a general industrial and manufacturing business.

2nd. TO purchase, lease or otherwise acquire, sell and dispose of all kinds of personal property, which the corporation may deem necessary or convenient for the purposes of its business.

3rd. TO purchase, bond, lease and otherwise acquire, sell and deal in real estate, improved and unimproved, without limit as to amount, in any State, Territory, District or Colonial Possession of the United States.

4th. TO acquire by purchase or otherwise, sell bond lease and deal in property, real or personal, and the "Good-will", rights, business, franchises and assets of all kinds, under such conditions, as may be deemed advisable, and of any person firm or corporation and to pay for the same in cash, stock common or preferred, bonds or other securities of the corporation.

5th. TO subscribe for, purchase or otherwise acquire and held, for the corporation, with the same rights of ownership therein, as may be permitted to natural persons or other corporations, the shares, bonds, mortgages and other obligations of any corporation, authorized to do business in any State, Territory, District or Colonial Possession of the United States.

6th. TO conduct its business in all its branches and to have one or more offices, in any State, Territory, District or Colonial Possession of the United States, and without restriction and contract, buy, sell, lease, mortgage, acquire and convey such real and personal property in any of said States, Territories, Districts or Colonial Possessions of the United States, as shall from time to time be found necessary and convenient for the purposes of the business of the company.

7th. TO acquire, construct, operate, sell, lease, or bond all kinds of smelters and other ore reduction works, also electric and other kinds of trams, tram-ways, roads and road-ways electric and power plants and other mechanical and electrical machinery of all kinds, telephone and telegraph lines and electric rail-way systems, and electric lighting plants and lights and other kinds of lighting plants and lights.

8th. TO acquire, own, sell, lease, construct and operate water-powers, water-rights, canals, ditches, and other water and power conduits and systems, saw-mill and other auxillary machinery necessary for the cutting and dressing of lumber and lumber products, and to do all things necessary and incidental

to such business and transaction of a general lumber and manufacturing business.

9th. TO acquire, lease, bond, sell and use all kinds of franchises essential to the purposes of the corporation, processes for the reduction of ores and all machinery and ~~and~~ appurtenant thereto.

10th. TO acquire by right of location, purchase, lease or otherwise, water, water-rights, canals, ditches, ditch-rights, pipe-lines, sluices, sluice-ways, ditch laterals, dams, reservoirs, springs, rivulets, electric, mechanical and water-power; and the ownership, operating, buying, selling, and leasing of the same for the generating of electric, water and mechanical power, for the use of factories, mills, electric light plants, electric heating plants, and all other manufacturing industries or mechanical appliances, requiring power, and the sale, distribution and rental of such power and electric heat, and ~~heating apparatus~~, and for the sale and lease of water and the rights of use to water for irrigation purposes, in the State of Idaho, also to convey and transport water by means of ditches, flumes, pipes, or any other method or device for carrying out of the said purposes or any of them.

11th. TO loan and borrow money, wither without security giving, taking, buying and selling mortgages, deeds and pledges of any kind and nature; buying and selling notes, drafts, and bills of exchange, bonds, stock, and credits of every kind, ~~issue~~ bonds, notes and other commercial paper, and guarantee the payment and interest thereof; making investments of every kind or nature, either for the corporation, or as agent for others and perform all these acts necessary and usually incident thereto, and the making of improvements and the doing and performing everything requisite to a full and complete execution and carrying out of each and every of the purposes and objects in these articles mentioned or usually incident to the same.

12th. TO issue bonds to any person, firm or corporation, authorized by law, for the purpose of securing funds for corporation purposes and to secure the same by mortgages upon the whole or any part of the real or personal property of the corporation, at any time held by it.

13th. TO remunerate any person, firm or corporation for services rendered or to be rendered in any way, obligating and guaranteeing the payment of any stock of the company or of any bonds or other securities of the company, that from time to time shall be issued.

14th. TO donate, when deemed best, by the Board of Directors in the exercise of sound business discretion any or all of its surplus earnings or accumulated profits to the purchase or acquisition, or redemption of its own Capital Stock and bonds from time to time, the said Capital Stock, immediately if the directors shall determine, to be deposited in the treasury of the company, as treasury stock to be disposed of as such, treasury stock, for the purpose of procuring working capital for the company or underwriting or otherwise guaranteeing the bonds or stocks or other obligations of other corporations.

15th. IT IS ALSO FURTHER, especially provided, that the board of directors shall have power and authority, without further consent of the stock-holders to sell, assign, mortgage, convey, lease, bond or otherwise dispose of and issue bonds upon all or any portion of the property and assets of the corporation, on such terms and conditions, as they shall prescribe, either for cash or property, stock, bonds or debentures of every class, until such time, as the by-laws of the corporation shall otherwise provide, and make, sell, issue, hypothecate and otherwise legally dispose of notes, mortgages, bonds, debentures and other obligations of this corporation for the facilitating of the business thereof, and to redeem the same at the pleasure of and on the terms to be fixed by the Board of

Directors, in the exercise of a sound business discretion to be exercised, and that the rights, privileges coming within, appertaining or belonging to the powers and purposes herein set forth and referred to and authorized by the laws of the State of Idaho or any State, Territory, District or Colonial Possession in the United States, in which this corporation shall transact business may be exercised by the Board of Directors, without special or other authorization by the stock-holders of this corporation, unless hereinafter limited by the provisions of the by-laws thereof, except as to the election of the full Board of Directors, from time to time, which must be done by the stock-holders, and it is further provided that the corporation may elect from time to time, whether it will use any or all of its property for the benefit of the public, accepting tolls or rentals therefor, as authorized or permitted by law, or whether it will maintain such property for its private use or purposes, only.

16th, ALL STOCK, that shall be issued by this corporation, shall be deemed, FULLY PAID AND NON-ASSESSABLE, and to that end, the Corporation, HEREBY WAIVES ALL BENEFITS AND RIGHTS, conferred upon corporations, by SECTION NUMBERED 2614 of the Revised Statutes of the State of Idaho of the Year A.D. 1887, and all subsequent sections of the said Statutes, relating to the subject matter of "ASSESSMENT OF THE CAPITAL STOCK OF CORPORATIONS", and by Statutes amendatory thereof, also as to any such Statutes, that shall be hereinafter enacted, by said State of Idaho.

17th, THAT, these Articles of Incorporation, may be amended at any time, whether as to name or as to any other provision thereof in the same manner, as provided by the Statutes of the State of Idaho, in increasing or decreasing Capital Stock of the corporation, unless otherwise required, as to special features of amendment contemplated thereby.

T-H-I-R-D

THAT, the place or places, where the principal business of this corporation shall be transacted, are the Counties of "Boise" and "Ada", in the State of Idaho, and the same may be transacted in any other County of said State, and any other State, Territory or Territories, District or Colonial Possession of the United States, and the principal place of business or office shall be at the "CITY OF BOISE", in said Ada County, State of Idaho, with such branch office or offices at any other place or places, within the said States, Territories, Districts or Colonial Possessions, as the Board shall designate from time to time, but all Stock-holders meetings and Directors meetings, both regular and special, shall be held in the State of Idaho, in the City of Boise, until such time as the by-laws of the corporation shall otherwise provide.

F-O-U-R-T-H

THAT, this corporation, shall exist for the full term of fifty years from and after the date of its "Incorporation".

F-I-F-T-H

THAT, the number of its Directors, shall be seven and the names and residences of those who are appointed to serve for the first year of the life of the corporation and until their successors shall have been elected and qualified are as follows;

N-A-M-E-S

R-E-S-I-D-E-N-C-E

J.B. Coate,

Atlantic, Iowa.

L.A. Coate,

Boise, Idaho.

J.V. Howard,

Edgar, Nebraska.

G.L. Pritchett,

Fairbury, Nebraska.

A.G. Wilson,

Boise, Idaho.

C.F. Dill,

Greenville, S. Carolina.

Leo Bunch,

Garden Valley, Idaho.

AND THAT, a majority of the subscribers hereto, both as to persons and amount subscribed, were present and voted for said

persons, as Directors, for the first year.

S-I-X-T-H

THAT, the amount of the CAPITAL STOCK of this Corporation shall be (\$2,500,000.) two million, five hundred thousand dollars, divided into (250,000) two hundred fifty thousand shares, of a par value of (\$10) ten dollars each.

S-E-V-E-N-T-H

THAT, the amount of the Capital Stock, which has been actually subscribed is (\$70) seventy dollars, and the following are the names of the persons who subscribed the same, and the amount subscribed for, by each of them respectively.

<u>NAMES OF SUBSCRIBERS.</u>	<u>NUMBER OF SHARES.</u>	<u>PAR VALUE.</u>
J.B. Coate,	1,	\$10.
L.A. Coate,	1,	10.
I.V. Howard,	1,	10.
G.L. Pritchett,	1,	10.
A.G. Wilson,	1,	10.
C.F. Dill,	1,	10.
Lee Bunch,	1,	10.
TOTAL,	7.	\$70.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 26th, day of April A.D. 1905.

W-I-T-N-E-S-S

O. J. Johnson

J. B. Coate (SEAL)
L. A. Coate (SEAL)
I. V. Howard (SEAL)
G. L. Pritchett (SEAL)
Lee Bunch (SEAL)

STATE OF IDAHO.

COUNTY OF ADA.

SS.

On this 26th day of April A.D. 1905, before me,

Edward Smith, a Notary Public, within and for said County and State, residing therein duly commissioned, personally appeared within said County, J.B. Coate, L.A. Coate, I.V. Howard, G.F. ~~Edwards~~ and Lee Bunch, each personally known to me to be the persons whose name is subscribed to the foregoing instrument, and each of whom acknowledged to me that he voluntarily executed the same for the purposes and uses therein stated, and upon examination by me, the said L.A. Coate and Lee Bunch, acknowledged to me, each for himself and not one for the other, that he is a bonafide resident and free-holder of the State of Idaho.

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

Edward Smith

NOTARY PUBLIC. :-:-:-:-:-

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STATE OF IDAHO, }
COUNTY OF ADA, } ss.

CERTIFICATE

I, W. L. CUDDY, Ex-Officio Recorder in and for Ada County, State of Idaho, do hereby certify that the annexed is a full, true and correct copy of a certain

Articles of Incorporation
of "The Western Power Company"

from _____ to _____
Numbered 692 as the same appears on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official Seal this 26th
day of April A. D. 1905

By O. Peterson Deputy.
W. L. Cuddy
Ex-Officio Recorder