

STATE OF MAINE

DEPARTMENT OF STATE

Paul A. MacDonald, Deputy

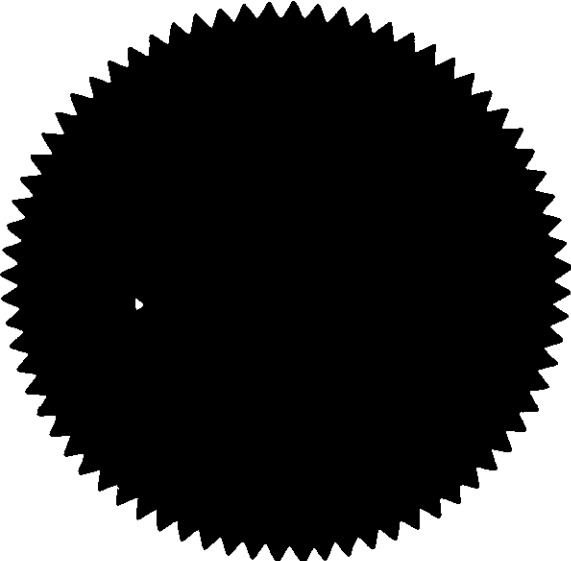
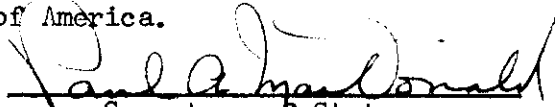
I, ~~Harold Fox~~, Secretary of State of the State of Maine,

certify that, according to the provisions of the Constitution and Laws of the State of Maine, the Department of State is the legal custodian of the Great Seal of the State of Maine, and of the records of organization of corporations and of all amendments thereto and dissolutions thereof.

I FURTHER CERTIFY that IDAHO POWER COMPANY is a corporation formed and existing under the laws of the State of Maine; that the attached certificate is a true copy of certificate of amendment filed in this office this day and of the record of the filing thereof; that the Secretary of State's Office is the office having the legal custody of the official record of the filing of the original, and that the Secretary of State is the proper officer to execute this certification; that said Corporation has not been dissolved and is in good standing as a subsisting corporation.

IN TESTIMONY WHEREOF, I

have caused the Great Seal of the State to be hereunto affixed. GIVEN under my hand at Augusta, this eleventh day of May, in the year of our Lord one thousand nine hundred and fifty-five and in the one hundred and seventy-ninth year of the Independence of the United States of America.



Deputy Secretary of State.

Augusta, Maine, May 11, 1955

To The Honorable Secretary of State of the State of Maine:

I, Ernest L. McLean, Clerk of IDAHO POWER COMPANY, hereby certify that at the annual meeting of the stockholders of said Company, regularly called and held at its principal office in this city on the 4th day of May, 1955, notice of said meeting and of the following proposed action having been duly given, the following resolutions were adopted by a vote of the stockholders of record and upon the affirmative vote of the holders of shares of capital stock entitling them to exercise a majority of the voting power on such proposal and a majority of the issued and outstanding capital stock, including a two-thirds majority of the voting power of the outstanding preferred stock, of said Company:

RESOLVED that the certificate of organization of this corporation be and it hereby is amended to provide, in lieu of the provisions now contained therein as to the amount of the company's capital stock and the number and par value of the shares into which the same is divided, the following:

The number of shares of capital stock that may be issued by this company is 6,600,000 shares; the kinds of stock into which such shares are divided are preferred stock and common stock; 600,000 shares of said capital stock are preferred stock with a par or face value of \$100 per share; 6,000,000 shares of said capital stock are common stock with a par or face value of \$10 per share; and the classes, designations, preferences, and voting powers, or restrictions or qualifications thereof, are and shall be as fixed and determined in the by-laws;

and be it further

RESOLVED that the 1,125,000 shares of common stock of the Company issued and outstanding, which have a par or face value of \$20 per share, be and the same hereby are changed into 2,250,000 shares of common stock with a par or face value of \$10 per share; and each certificate representing shares of common stock of the corporation, formerly having a par or face value of \$20 per share, issued and outstanding at the time this amendment shall become effective, shall thereafter represent the same number of shares of common stock of the corporation having a par or face value of \$10 per share, and each holder of record of common stock of the corporation at such time shall be entitled to receive an additional certificate or certificates representing the same number of fullpaid and nonassessable shares of common stock (\$10 par value) of the corporation as the number represented by the certificate or certificates then held of record by him.

STATE OF MAINE

OFFICE OF SECRETARY OF STATE

Augusta, May 11, 1955

Received and filed this day, at: 10 A.M.

ATTEST:

E.D.S.T.

ATTEST:

Ernest L. McLean

Clerk.

Paul A. MacDonald

DEPUTY SECRETARY OF STATE