

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

SNAKE RIVER POWER ASSOCIATION, INC.

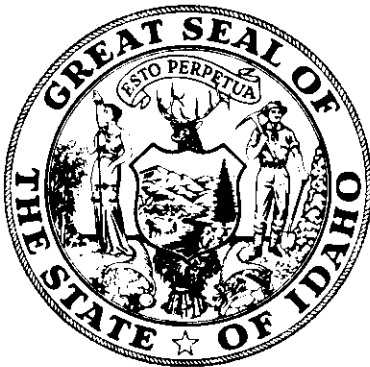
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

SNAKE RIVER POWER ASSOCIATION, INC.

duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____ August 10, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

AUG 10 4 04 PM '90
SECRETARY OF STATE

RESTATED ARTICLES OF INCORPORATION
OF
SNAKE RIVER POWER ASSOCIATION, INC.

Pursuant to the provisions of Section 30-325 of the Idaho Nonprofit Corporation Act, the undersigned Corporation, a nonprofit Idaho corporation, hereby restates its Articles of Incorporation by setting forth herein all of the operative provisions of the Articles of Incorporation as heretofore amended, which Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, and which Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I.

NAME

The name of this Corporation shall be the SNAKE RIVER POWER ASSOCIATION, INC.

ARTICLE II.

LOCATION

The location of its principal place of business in this State is in Mackay, Idaho, c/o P.O. Box 417 83251, in Custer County. The Corporation also may maintain offices at such other place or places as the Board of Directors may determine.

ARTICLE III.

PURPOSE

The purpose for which the Corporation is organized is to provide and enhance the capability of nonprofit, consumer-owned electrical utilities serving the states of Idaho, Nevada, Utah, Montana, Oregon, Washington and Wyoming to provide the highest levels of reliable, cost-effective service to their consumers:

1. By commencing legal action, in the name of the Corporation on behalf of its members, in all Federal and State courts and regulatory agencies, for the purpose of protecting and promoting the collective interests of the Corporation's members.
2. By encouraging, fostering, aiding and conducting investigations and disseminating the result of such investigations to the members of the Corporation or to the public to better inform them of the nature of the industry.
3. By representing the members of the Corporation before Federal and State agencies, the Congress, the Idaho Legislature, and any other public or private entities in matters related to the generation, distribution, or transmission of electrical energy, and the financing of the same, for service to the members of the Corporation.

4. By owning electric generation, transmission, or distribution facilities dedicated to providing service to the electrical consumers of members of the Corporation.
5. By securing financing for such facilities.
6. By taking any other actions allowed by law to advance the purpose of the Corporation.

ARTICLE IV.

POWERS

For the furtherance of this purpose, the Corporation shall have, use and enjoy any and all powers and authority necessarily or properly incident to or connected with the foregoing purpose, including:

1. The power to conduct business in the 50 States, the District of Columbia, the territories of the United States, and in foreign countries.
2. The power to acquire in any lawful manner such property, real, personal or mixed, tangible or intangible, or interest therein as may be necessary, for the transaction of its business or the execution of any trust, and may hold, use, lease, sell, mortgage, pledge, assign, transfer or convey the same or any part thereof.

3. The right to sue and be sued, complain and defend in any judicial proceeding, to contract and be contracted with, and to employ and discharge employees.
4. The power to borrow money and issue, sell, or pledge bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, secured or unsecured, and to purchase, acquire, subscribe for, hold and dispose of the shares, bonds, and other evidences of indebtedness or contracts of any other corporation, domestic or foreign.
5. The right to receive any money or property absolutely or in trust, to be used, either the principal or the income therefrom, for the furtherance of any of the expressed purposes of this Corporation, or any other purpose which may legitimately fall within its corporate powers.
6. The power to appoint such officers and agents as the business of the Corporation shall require and to allow them suitable compensation.
7. The power to enter into contracts and leases for the purpose of furthering the purposes of the Corporation.
8. The power to exercise generally the powers conferred on corporations by the laws of the State of Idaho, including particularly those set forth in

Section 30-307 I.C.A., save and except, however, the power to issue stock.

Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(6) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time.

Nothing herein contained shall be deemed to authorize the Corporation to engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit, nor to promote the private interest of any member, nor to perform particular services for individual members or individual persons, as distinct from improving conditions generally in the industry.

ARTICLE V.

MEMBERSHIP

Membership in the Corporation is limited to cooperative corporations exempt from taxation under Section 501(c)(12) of the Internal Revenue Code engaged in the generation, transmission, or distribution of electrical energy in the states of Idaho, Nevada, Utah, Montana, Oregon, Washington and Wyoming. Membership in the Corporation may be acquired in such manner and upon such terms and conditions prescribed in the By-Laws.

The property of members of the Corporation shall not be subject to payment of the debts of the Corporation.

ARTICLE VI.

BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) members. The Board of Directors shall be composed of individuals who are directors or managers of member electrical cooperatives.

The terms of the directors shall be four years. The procedure for the election of directors and the filling of vacancies shall be set forth in the By-Laws.

No director or officer of the Corporation may receive any pecuniary benefit from it, except such compensation as may be allowed for services actually rendered.

ARTICLE VII.

INDEMNIFICATION

Any director, officer, or employee of the Corporation shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by him in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer or employee of the Corporation, provided that the director, officer or employee:

1. Did not breach a duty of loyalty to the Corporation;

2. Acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation;
3. Did not engage in intentional misconduct;
4. Did not knowingly violate a law;
5. Did not obtain an improper personal benefit;
6. With respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

ARTICLE VIII

BY-LAWS

The Board of Directors shall have the power to adopt By-Laws and to amend, alter and repeal the same. In addition to the other provisions, the By-Laws shall provide for the specific number of directors (within the range set forth in Article VII hereof), the manner of their selection and the procedure for filling vacancies on the Board. The By-Laws will also provide for the number and title of officers and the term during which they serve.

ARTICLE IX.

USE OF NET INCOME OF THE CORPORATION

The net income of the Corporation shall be used only for the furtherance of the purpose outlined in Article III of these Restated Articles of Incorporation. The Corporation is not organized for profit, and no part of the net earnings of the

corporation shall inure to the benefit of any private member or individual.

ARTICLE X.

TERMINATION AND DISPOSAL OF ASSETS

The existence of the Corporation shall be perpetual, or until its termination by order of a Court of competent jurisdiction. In the event of the dissolution of the Corporation all of its property, real, personal and mixed and wheresoever situated, no member shall be entitled to any distribution or division of its remaining property or proceeds, and the balance of all money and other property received by the Corporation from any source, after payment of all debts and obligations of the Corporation, shall be used or distributed pursuant to an order of a Court of competent jurisdiction, exclusively for the exempt purpose set forth in Article III of these Restated Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 6th day of August, 1990.

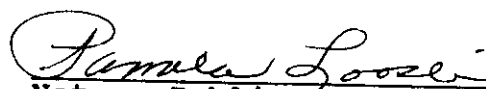
Larry C Burbank
President

Low R Greene
Secretary

STATE OF IDAHO)
) ss.
County of Minidoka)

I, Pamela Loosli, a notary public, do hereby
certify that on this 6th day of August, 1990, personally
appeared before me Larry C. Burbank, who being by me first
duly sworn, declared that he is the President of SNAKE RIVER
POWER ASSOCIATION, INC., that he has signed the foregoing
documents as President of the Corporation and that the statements
therein contained are true.

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



Notary Public for Idaho
Residing at Rupert, Idaho

STATE OF IDAHO)
) ss.
County of Minidoka)

I, Pamela Loosli, a notary public, do hereby certify that on the 6th day of August, 1990, personally appeared before me Lew R. Greene, who being by me first duly sworn, declared that he is the Secretary of SNAKE RIVER POWER ASSOCIATION, INC., that he has signed the foregoing documents as Secretary of the Corporation and that the statements therein contained are true.

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

Pamela Loosli
Notary Public for Idaho
Residing at Rupert, Idaho