

Department of State.

**CERTIFICATE OF AMENDMENT
OF**

IDAHO COOPERATIVE UTILITIES 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 _____

IDAHO COOPERATIVE UTILITIES 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 June 4, 19 87.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

AMENDED AND JUN 4 2 33 PM '81
RESTATED ARTICLES OF INCORPORATION SECRETARY OF STATE
OF

IDAHO COOPERATIVE UTILITIES ASSOCIATION, INC.

Pursuant to the provisions of Sections 30-326, 30-327, Idaho Code, the undersigned Corporation, a nonprofit Idaho corporation, hereby amends and restates its Articles of Incorporation by setting forth herein all of the operative provisions of the Articles of Incorporation all of which were amended and restated by unanimous vote of the members of the Association at a meeting held December 18, 1986, and which Amended and 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 IDAHO COOPERATIVE UTILITIES ASSOCIATION, INC.

ARTICLE II. LOCATION

The location of its principal place of business/in this State is c/o P. O. Box 417, in Mackay, Idaho 83251, in Custer and registered office County with Lew R. Greene at that address as the registered agent. The Corporation may also 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 enhance the capability of consumer-owned electrical utilities serving the state of Idaho to provide the highest levels of reliable, cost-effective service to their consumers:

1. 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 for service to the members of the Corporation.
2. By encouraging, fostering, aiding and conducting investigations and disseminating the result of such investigations to the members of the Corporation.
3. For the purpose of protecting and promoting the collective interests of the Corporation's members by commencing legal action, in the name of the Corporation on behalf of its members, in all federal and state courts and regulatory agencies.
4. To advance the purpose of the Corporation by taking any other actions allowed by law.

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 fifty states, the District of Columbia, the territories of the United States, and in foreign countries.
2. 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.
3. 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.
4. The power to appoint such officers, agents, and consultants as the business of the Corporation shall require and allow them suitable compensation.
5. The power to enter into contracts and leases for the purpose of furthering the purposes of the Corporation.

6. 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.

ARTICLE V. MEMBERSHIP

General membership in the Corporation is limited to mutual and cooperative corporations engaged in the generation, transmission, or distribution of electrical energy who serve consumers in the state of Idaho. Associate membership in the Corporation is available to any organization or entity interested in the generation, transmission or distribution of electrical energy. Membership in the Corporation may be acquired in such manner and upon such terms and conditions prescribed in the ByLaws; provided, however, that associate members are not entitled to vote and do not incur any obligation to discharge the liabilities of the Corporation.

ARTICLE VI. BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed by a Board of Directors consisting of one director from each member system of the Corporation. The Board of Directors shall be composed of individuals who are directors, managers or employees of electrical cooperatives or mutuals.

The terms of the members of the Board of Directors shall be three years. The procedure for the election of directors and the filling of vacancies shall be set forth in the ByLaws.

ARTICLE VII. BYLAWS

The Board of Directors shall have the power to adopt ByLaws and to amend, alter and repeal the same. In addition to the other provisions, the ByLaws shall provide for the manner of the selection of the Board of Directors and the procedure for filling vacancies on the Board. The ByLaws will also provide for the number and title of officers and the term during which they serve.

ARTICLE VIII. COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS

No member, 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 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 property of members of the Corporation shall not be subject to payment of the debts of the Corporation.

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 purposes set forth in Article V of these Restated Articles of Incorporation.

ARTICLE XI.

Any director, officer, employee, or agents 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, suite 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, agent 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;

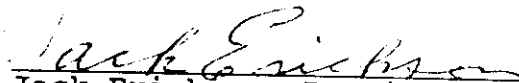
(3) Did not engage in intentional misconduct;

(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.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21st day of May, 1987.

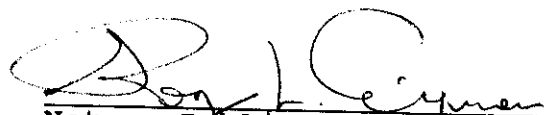

Jack Erickson, President


Lew R. Greene, Secretary

STATE OF IDAHO)
) ss.
County of Ada)

I, Roy L. Eiguren, a notary public in and for said county and state, do hereby certify that on this 21st day of May, 1987, who being first duly sworn, personally appeared before me Jack Erickson and Lew R. Greene, known to me to be the President and Secretary of the Idaho Cooperative Utilities Association, Inc., and executed the foregoing documents as duly authorized officers of said corporation.

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 Boise, Idaho