



CERTIFICATE OF INCORPORATION
OF

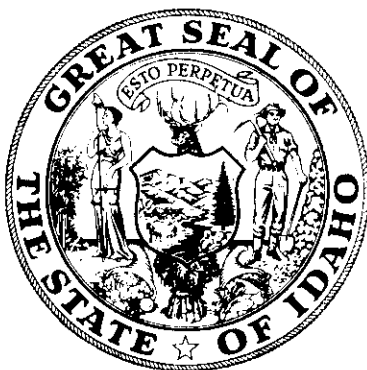
KIRBY POWER COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____
KIRBY POWER COMPANY, INC.

duly signed pursuant to the provisions of the Idaho Business 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
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: *May 27, 1982.*



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION OF
Kirby Power Company, Inc.

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KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age, citizens of the United States and residents of the State of Idaho, in order to form a corporation do hereby voluntarily associate ourselves together under and pursuant to the laws of the State of Idaho and do hereby certify and declare as follows:

ARTICLE I

The name of this corporation to be used in all its dealings and transactions is "KIRBY POWER COMPANY, INC."

ARTICLE II

The purposes of the corporation shall be:

(1) To produce and Generate power for household and industrial consumption.

(2) To acquire by purchase or lease or otherwise, lands and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures with their appurtenances and to rebuild, enlarge, alter or improve any buildings or structures now or hereafter erected on any land so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interest in lands and in buildings or other structure, and any stores, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by the corporation.

(3) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties and the performing of all other acts which may be incidental to the proper carrying on of said corporation.

(4) In furtherance and not in limitation of the general power as conferred by the laws of the State of Idaho, and by the principles of law authorizing formation of this corporation shall also have the following purposes and powers, it being expressly provided that the enumeration of specific power shall not be construed to limit or restrict in any manner the aforesaid powers of the corporation.

(5) It is the intention that the objects, purposes, and powers hereinbefore specified shall, except where otherwise specified in said paragraphs be no wise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers hereinbefore specified and in each of the paragraphs or clauses of this charter, shall be regarded as independent objects, purposes and powers.

(6) To do any and all other things necessary, suitable and proper for the accomplishment of any of the purposes, for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, whether in this State or throughout the United States, and elsewhere, and to do any other act or acts, thing or things incidental or appurtenant to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the law under which this corporation is organized.

(7) The corporation shall possess all the powers necessary to conduct the business or businesses and carry out the objects herein expressed, and all those expressly conferred together with all other powers bestowed upon such corporations under any of the laws of the State of Idaho, as well as those necessarily implied, and together with the following additional powers.

(8) To act as agents, contractors, trustees or otherwise and either alone or in company with others, as fully and to the same extent as natural persons might or could do and in any part of the world.

(9) To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation and to secure the same by mortgage, pledge, deed of trust, or by any other lawful means.

(10) To purchase, acquire and own its shares of stock, but shares of such capital stock so purchased or acquired may be resold unless such shall have been retired for the purpose of decreasing the company's capital stock as provided by law.

(11) To purchase, hold, sell, exchange or transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its board of directors shall determine; provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of its capital of this corporation; and provided, further, that shares not be voted upon, directly or indirectly.

(12) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation in the State of Idaho is:

Kirby Power Company, Inc.
Box 112
Atlanta, ID 83601 .

ARTICLE V

The name and address of the registered agent of the corporation is:

Harold Lanning
Box 112
Atlanta, ID 83601

ARTICLE VI

The total authorized number of par value shares is 100. The aggregate par value of the total authorized number of par value shares is \$10.00, to be represented by stock certificates, and one (1) vote per share to the registered owner on the books of the corporation at the time of the voting.

ARTICLE VII

The shares in this corporation shall be classified as common shares, which will be represented by stock certificates. The holder of these shares will have a voting right of one (1) vote per share as registered in his name on the corporation's books, and first right to participate in the future sale of treasury common shares on the basis of the shares held in their name on record of the corporation's books. The shares of this corporation shall be nonassessable.

ARTICLE VII

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>SHARES</u>
Harold Lanning	P.O. Box 112 Atlanta, ID 83601	1

ARTICLE IX

The corporation hereby adopts a plan to offer for sale and issue 5,000 shares at \$10.00 per share of common stock pursuant to Section 1244 of the Internal Revenue Code of 1954, as amended, and Section 1.1244 of the Regulations promulgated thereunder, for a period commencing on the date on which these Articles of Incorporation are filed in the office of the Secretary of State and ending two years thereafter or ending on the date when this corporation shall make a subsequent offering of any stock, whichever shall first occur, and the consideration for the said shares to be sold and issued shall be in the total dollar amount of not more than \$50,000.00 at \$10.00 per share, payable in cash or other property (other than stock or securities), and all such stock shall be known as "Section 1244 Stock." The officers of the corporation upon their election at the first meeting of Directors of the corporation, shall do all acts and perform all things necessary, convenient or advisable to issue the aforesaid stock in accordance herewith and to carry out the effect of this plan.

ARTICLE X

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred hereon on stockholders, directors and officers are subject to this reserved power.

ARTICLE XI

These articles may be amended by resolution setting forth such amendment or amendments, adopted at any meeting of the stockholders by vote of the majority of all the stock of said corporation then outstanding.

ARTICLE XII

Until the first annual meeting of the stockholders and the election and qualification of the officers, the following persons shall serve as the officers:

President: Harold Lanning

Vice-President:

Secretary:

Treasurer:

ARTICLE XIII

Until the first annual meeting of the stockholders and the election and qualification of directors, the following persons shall serve as the directors:

<u>NAME</u>	<u>ADDRESS</u>
Harold Lanning	Box 112 Atlanta, ID 83601

ARTICLE XIV

The board of directors shall consist of no more than six (6) members.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 24th day of May, 1982.

Harold Lanning

STATE OF IDAHO,)
COUNTY OF Elmore) ss.

On this 24th day of May, in the year 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared Harold Lanning known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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

Carolyn Hubertschke
Notary Public for Idaho
Residing at: Mountain Home, Idaho