

Nov 12 2 01 PM '99

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
IDAHO ENERGY AUTHORITY, INC.**

IDAHO SECRETARY OF STATE

11/12/1999 09:00
CK: 11/12/99 DT: 1626 BH: 265004

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The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 23, Idaho Code ("Act"), adopt the following Articles of Incorporation ("Articles").

ARTICLE I. NAME

The name of the Corporation is Idaho Energy Authority, Inc.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit membership corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The location of the registered office is 277 North 6th Street, Suite 200, Boise, Idaho, 83702.

The name of the initial registered agent is Roy Lewis Eiguren.

ARTICLE V. PURPOSES

The Corporation is organized for the purpose of better enabling its members (the "Members") to respond to the challenges facing municipal and cooperative electric systems by providing a range of wholesale electric services to the Members, including (i) acquiring and developing diverse, reliable and economic power supply and transmission resources, (ii) providing additional economies and efficiencies in obtaining power supply and transmission services from Bonneville Power Administration ("Bonneville") and others and creating additional operating efficiencies, cost reductions and economies of scale, (iii) managing the risks associated with a competitive power supply marketplace and (iv) assisting the Members in retaining their existing customers, providing enhanced customer service and educating consumers and public officials as to the benefits of public power.

Without limiting the generality of the foregoing, the purposes of the Corporation include the following:

1. Providing for aggregated purchases of power, energy and transmission service from wholesale providers of such services including, to the extent permitted by applicable law and existing contractual provisions, Bonneville;
2. Providing for pooling of power supply and transmission resources and development of a joint operations center;
3. Providing for the development and management of existing and additional power supply and transmission resources and improvements to existing facilities to promote economies and diversified resources;
4. Providing for the development, implementation and administration of risk management strategies and instruments;
5. Providing for joint purchasing of materials and equipment;
6. Providing consumer and public education and political action to promote the benefits of public power; and
7. Providing such other services, undertakings and activities as are in furtherance of the foregoing purposes.

The Corporation shall operate as an electric cooperative for the benefit of the Members within the meaning of Section 501(c)(12) of the Internal Revenue Code of 1986, as amended.

Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. POWERS

The Corporation shall have all powers provided in the Act that are necessary, convenient or desirable to the accomplishment of its purposes.

ARTICLE VII. MEMBERS

The Corporation shall have Members who shall have such rights as are provided in the Act. Membership in the Corporation shall be limited to cooperative associations, cooperative corporations, municipal corporations and other political subdivisions that own and operate local utility systems for the distribution of electric energy to consumers located within their service areas. Any entity with these qualifications may become a member of the Corporation upon compliance with the membership requirements set forth in the Bylaws.

The initial Members of the Corporation are named below:

MEMBER

City of Idaho Falls
City of Soda Springs
City of Burley
United Electric Co-op, Inc.

No Member of the Corporation shall be liable for the acts, debts, liabilities or obligations of the Corporation. No assessments, dues or fees shall be levied by the Corporation on the Members, other than the initial membership fee provided for in the bylaws of the Corporation. In no event shall the membership of a municipal corporation in the Corporation be deemed to constitute a loan or donation of credit or the incurring of an indebtedness or liability by such municipal corporation within the meaning of the Idaho Constitution.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. Each Member of the Corporation shall have the right and obligation to appoint one Director in the manner and for the term provided in the Bylaws of the Corporation. The number of Directors shall at all times be equal to the number of Members.

The names and street addresses of the persons constituting the initial Board of Directors, as appointed by the respective initial Members of the Corporation, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>APPOINTING MEMBER</u>
Mark O. Gendron	P. O. Box 50220, Idaho Falls, ID 83405	City of Idaho Falls
Lee Godfrey	9 W. 2 nd S., Soda Springs, ID 83276	City of Soda Springs
Ralph Williams	109 S. 100 W., Rupert, ID 83350	United Electric Co-op, Inc.
Dile Monson	P. O. Box 1090, Burley, ID 83318	City of Burley

ARTICLE IX. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, membership fees, and any declared patronage savings, distribute all the assets of the Corporation to the Members in proportion to their respective contributions to patronage savings. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is: Roy Lewis Eiguren, 277 North 6th Street, Suite 200, Boise, Idaho 83702.

ARTICLE XI. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

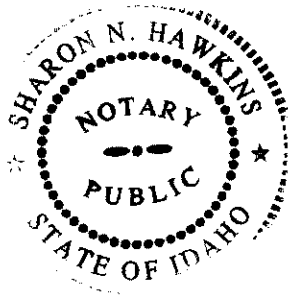
IN WITNESS WHEREOF, I have hereunto set my hand effective as of this 11th day of November, 1999.

Rogers Eignen

Roy Lewis Eiguren, Incorporator

[illegible]

On this 11th day of November, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared Roy Lewis Eiguren, known or identified to me to be the Incorporator of Idaho Energy Authority, Inc., the Corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such Corporation executed the same.



Sharon M. Hawkins

Notary Public for State of Idaho
Residing at Boise, Idaho
My commission expires 07/05/2001