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**CERTIFICATE OF INCORPORATION
OF**

FALLS RIVER HYDRO COMPANY

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 the above named corporation, 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: **January 24, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

**ARTICLES OF INCORPORATION
OF
FALLS RIVER HYDRO COMPANY**

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The undersigned natural person of the age of 18 years or more, acting as incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Falls River Hydro Company is the name of the Corporation and its duration shall be perpetual.

ARTICLE II

The Corporation is being organized to engage in any and all lawful activities for which Corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares of voting common stock, \$1.00 par value per share.

ARTICLE IV

Shareholders of the Corporation shall not have any preemptive right of subscription or purchase of shares of capital stock of the Corporation, or to acquire any obligations of the Corporation convertible into shares of capital stock of the Corporation.

ARTICLE V

No shareholder entitled to vote at any election for directors of the Corporation shall have the power to cumulate votes for the election of directors.

ARTICLE VI

The address of the initial registered office of this Corporation is P. O. Box 739, 1607 West Jefferson, Boise, Idaho, 83701, and the name of the initial registered agent at this address is Ronald L. Williams.

ARTICLE VII

The number of directors of the Corporation shall be fixed by the By-laws of the Corporation. The number of directors constituting the initial Board of Directors of the Corporation is two and the names and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Wayne W. Anderson	333 North 13th Street Boise, ID 83702
Kip W. Runyan	333 North 13th Street Boise, ID 83702

ARTICLE VIII

The incorporator of this Corporation is Ronald L. Williams, whose address is P. O. Box 739, 1607 West Jefferson, Boise, Idaho, 83701.

ARTICLE IX

The Corporation may purchase, either directly or indirectly, shares of capital stock as evidence of indebtedness issued or created by the Corporation, to the extent of unreserved or unrestricted capital surplus available. The directors may reissue such purchased shares or may provide that such shares not be reissued.

ARTICLE X

The Board of Directors may, from time to time, declare and pay dividends on the Corporation's outstanding shares in cash, property, or its own shares, to the extent legally available.

ARTICLE XI

The Board of Directors may, from time to time, distribute to the Corporation's shareholders, in partial liquidation, out of capital surplus of the Corporation, to the extent legally available, a portion of the Corporation's assets in cash or property.

ARTICLE XII

The Corporation shall indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any

employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent or as a fiduciary of an employee benefit plan, or another Corporation, partnership, joint venture, trust or other enterprise. The Corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition of the proceeding to the fullest extent not prohibited by law. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries that may be included in any statute, by-law, agreement, general or specific action of the Board of Directors, vote of shareholders or otherwise.

ARTICLE XIII

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director; provided that this Article XIII shall not limit or eliminate the liability of a director for any act or omission for which such limitation or elimination of liability is not permitted under the Idaho Business Corporation Act. No amendment to the Idaho Business Corporation Act that further limits the acts of omission for which limitation or elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

I, Ronald L. Williams, the incorporator of this Corporation, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

DATED This 23 day of January, 1991.

Ronald L. Williams
RONALD L. WILLIAMS

STATE OF IDAHO)
 : ss.
County of Ada)

On this 23 day of January, 1991, before me, the undersigned, a Notary Public for said State, personally appeared Ronald L. Williams, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

Junier Blessinger
Notary Public for Idaho
Residing at Boise, Idaho
Commission expires 4/7/92

(SEAL)