



**CERTIFICATE OF INCORPORATION
OF**

HYDRO-IDAHO, 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 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: March 31, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Christine H. H.*

ARTICLES OF INCORPORATION

of

HYDRO-IDAHO, INC.

Mar 31 9 45 AM '89
SECRETARY OF STATE

The following Articles of Incorporation are hereby adopted pursuant to the Idaho Business Corporation Act:

1. Name.

The name of the corporation is:

HYDRO-IDAHO, INC.

2. Duration.

The corporation shall have perpetual duration.

3. Purposes.

The corporation is formed for the purposes of investigating, planning and developing small hydropower projects and sell the energy produced to existing private and public utilities for marketing and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

4. Authorized Shares.

The corporation shall be authorized to issue 10,000 shares, all of one class, for a par value of \$10 per share.

5. Registered Agent and Office.

The name of the initial registered agent and the address of the initial registered office of the corporation are:

Robert R. Lee
1330 Barney Dairy Rd.
Madison County
Rexburg, ID 83440

6. Directors.

The initial Board of Directors shall consist of one director whose name and address is as follows:


<u>Name</u>	<u>Address</u>
Robert R. Lee	1330 Barney Dairy Rd. Rexburg, ID 83440

7. Incorporator.

The name and address of the incorporator:

Robert R. Lee
1330 Barney Dairy Rd.
Rexburg, ID 83440

DATED: March 15, 1989.

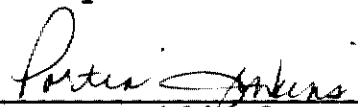


Robert R. Lee

STATE OF IDAHO,)
 ss.
County of Madison.)

On this 15th day of March, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared Robert R. Lee, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he 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.



Notary Public for Idaho
Residing at: Ashton
My Commission Expires: 7/4/91

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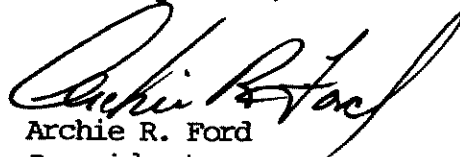
March 23, 1989

Corporate Division
Secretary of State's Office
Room 203
Boise, Idaho 83720

Gentlemen:

Mr. Robert R. Lee of 1330 Barney Dairy Road, Rexburg, Idaho 83440,
has my consent to use the name Hydro-Idaho Inc. as the name of his corporation
for which he has recently submitted Articles of Incorporation.

Sincerely Yours,



Archie R. Ford
President
Idaho Hydro, Inc.