

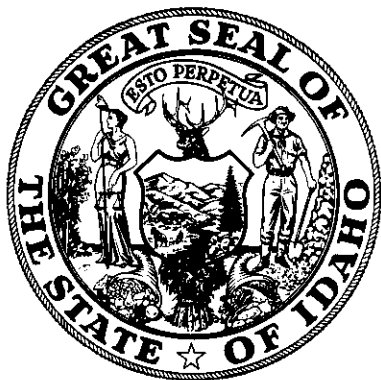
CERTIFICATE OF INCORPORATION
OF

HELICON HYDROPOWER, 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: February 11, 1936



A handwritten signature in cursive script, reading "Pete T. Cenarrusa". The signature is written in dark ink and is positioned above the title "SECRETARY OF STATE".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

HELICON HYDROPOWER, INC.

February 4 36 PM '86
SECRETARY OF STATE

The undersigned, acting as incorporator of HELICON HYDRO-POWER, INC., a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is HELICON HYDROPOWER, INC.

SECOND: The period of its duration shall be perpetual.

THIRD: The purposes for which the corporation is organized are to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of common stock with no par value.

FIFTH: All preemptive rights of shareholders are denied and eliminated including, without limitation, the rights of shareholders to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

SIXTH: If at any time the holders of any number of the shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of their shares in the corporation to which agreement the corporation

shall thereupon observe and carry out on its part the terms of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any of the shares covered by such agreement, unless the same shall be in conformity with the terms and conditions of such agreement. Provided, however, that a copy of the agreement is filed in the principal office of the corporation, and provided further that notice of the existence of such provision shall be noted conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of any such agreement.

SEVENTH: The address of the initial registered office of the corporation is 2411 Compass Drive, Boise, Idaho 83702. The name of the initial registered agent at such address is John S. Springer.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John S. Springer	2411 Compass Drive Boise, Idaho 83702
Ronald R. Hall	10850 Hollandale Dr. Boise, Idaho 83709
Peter E. Norquest	2782 N. Ash Park Lane Boise, Idaho 83704

NINTH: The name and address of the incorporator is:

NAMEADDRESS

John S. Springer

2411 Compass Drive
Boise, Idaho 83702


Peter E. Norquest

2782 N. Ash Park Lane
Boise, Idaho 83704

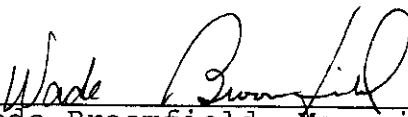
Ronald R. Hall

10850 Hollandale Dr.
Boise, Idaho 83709Treasure Valley
Investments Co., a
general partnership310 3rd Street South
Nampa, Idaho 83651

Stanley A. Fuller

1205 West Wright
Boise, Idaho 83705DATED: This 11th day of FEBRUARY, 1986.
John S. Springer
Peter E. Norquest
Ronald R. Hall
Stanley A. Fuller

TREASURE VALLEY INVESTMENTS CO.

By 
Wade Broomfield, Managing Partner

STATE OF IDAHO)
) ss:
County of Ada)

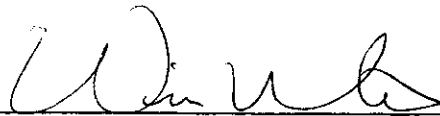
The undersigned, a Notary Public, does hereby certify that on this 11 day of February, 1986, personally appeared before me JOHN S. SPRINGER, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.



Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 2-20-92

STATE OF IDAHO)
 : ss.
County of Ada)

The undersigned, a Notary Public, does hereby certify that on this 11 day of February, 1986, personally appeared before me PETER E. NORQUEST, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.



Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 2-20-94

STATE OF IDAHO)
 : ss.
County of Ada)

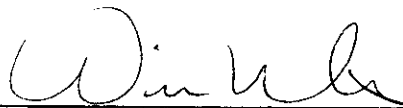
The undersigned, a Notary Public, does hereby certify that on this 11 day of February, 1986, personally appeared before me RONALD R. HALL, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.



Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 2-20-94

STATE OF IDAHO)
 : ss.
County of Ada)

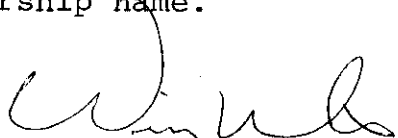
The undersigned, a Notary Public, does hereby certify that on this 11 day of February, 1986, personally appeared before me STANLEY A. FULLER, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.



Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 2-20-90

STATE OF IDAHO)
 : ss.
County of Ada)

On this 11 day of February, 1986, before me, a Notary Public in and for the State of Idaho, personally appeared WADE BROOMFIELD, known or identified to me to be the managing partner in the partnership of Treasure Valley Investment Company, and the partner who subscribed the partnership name to the foregoing instrument as incorporator and acknowledged to me that he executed the same in the partnership name.



Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 2-20-90