

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ROCK CREEK LICENSE, 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: August 11, 1987



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Sandra M. ...*

ARTICLES OF INCORPORATION

OF

ROCK CREEK LICENSE, INC.

RECEIVED
SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being of full age and a citizen of the United States, have this day voluntarily formed a corporation under the provisions of Idaho Code §30-101 et seq.:

And I hereby certify in writing:

ARTICLE I

NAME

The name of said corporation shall be Rock Creek License, Inc.

ARTICLE II

PURPOSES AND POWERS

The purposes for which this corporation is formed are:

A. To procure and hold a hydroelectric license for the Rock Creek II hydroelectric project.

B. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

C. To manufacture, produce, buy, sell, trade and deal in any and all types and kinds of goods, machinery, products, merchandise and personal property of every class and description at wholesale or retail for and on account of the corporation or as manufacturer, broker, factor or agent for others.

D. To enter into, make, perform and carry out contracts of every sort and kind with any person, firm or corporation or other legal entity and to acquire and take over the good will, property, rights, franchises, options and assets of every kind and the liabilities of any person, firm, association, corporation or other legal entity either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation or otherwise.

E. To purchase or acquire property, business right or franchises or for any other object in or about its business affairs, to incur debts and to borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes or other evidence of indebtedness, and to acquire by purchase, gift or otherwise, shares of its own corporate stock and cancel the same or any part thereof, or hold all or any of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders and to restrict the transferability of its outstanding shares to the extent reasonably necessary to

protect the rights of the corporation and its shareholders in any stock purchase, contracts, or options that may be made between themselves or any of them.

F. To act as surety or creditor in any and all types of engagements, including the power to execute, endorse and deliver contracts and to guarantee the prompt and faithful performance for payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership or corporation, and to act as accommodation co-maker or guarantor on obligations either as primary or secondary obligor.

G. Without in any manner limiting any of the objects, purposes or powers of the corporation, the business or purposes of said corporation shall be from time to time to do any one or more of all of the acts or things herein set forth.

H. The several subdivisions contained in this paragraph of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers, conferred on business corporations, by the laws of the State of Idaho, all of which powers are expressly claimed.

ARTICLE III

DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be located at 252 Deere Street, City of Twin Falls, in the County of Twin Falls. The post office address of the registered office of said corporation in the State of Idaho, County of Twin Falls, shall be P.O. Box, 2476, Twin Falls, Idaho 83301. Orlin V. Clements, Jr. shall be the registered agent at the address set forth above.

ARTICLE V

CORPORATE STOCK

A. The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100), all of which shall have no par value.

B. The relative rights, privileges, and limitations of such Class A Shares shall be in all respects identical, share for share.

ARTICLE VI

INCORPORATOR

Following is the name and post office address of the incorporator:

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>
Orlin V. Clements, Jr.	P. O. Box 2467 Twin Falls, Idaho 83301

ARTICLE VII

MANAGEMENT

A. The business of the corporation shall be managed by a board of five (5) directors. Directors need not be shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

B. The following shall serve as directors of the corporation until their successors are elected and qualify:

Raymond Hixson	257 East 200 South, Suite 800 Salt Lake City, Utah 84111
L. Wynn Johnson	257 East 200 South, Suite 800 Salt Lake City, Utah 84111
Robert L. Wood	257 East 200 South, Suite 800 Salt Lake City, Utah 84111
David P. Herschi	257 East 200 South, Suite 800 Salt Lake City, Utah 84111
Orlin V. Clements, Jr.	P. O. Box 2467, Deere Street Twin Falls, Idaho 83301

ARTICLE VIII

BY-LAWS

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws

may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.

IN WITNESS WHEREOF, I have hereunto set my hand this 10 day of August, 1987.



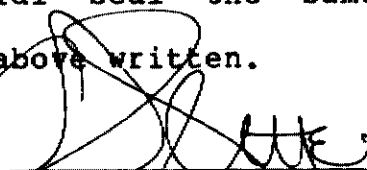
ORLIN V. CLEMENTS, JR.

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 10th day of August, 1987, before me, the undersigned, a notary public in and for said county and state, personally appeared Orlin V. Clements, Jr., 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 same day and year in this certificate first above written.





Notary Public for Idaho
Residing at: Twin Falls

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