



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ROCKY MOUNTAIN ENERGY, 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: **November 22, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION
OF
ROCKY MOUNTAIN ENERGY, INC.

Nov 22 3 58 PM '88
SECRETARY OF STATE

The undersigned, acting as incorporators of the corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Rocky Mountain Energy, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act including but not by way of limitation the purpose of generating electrical energy and capacity.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 2000 shares with no par value.

FIFTH: The address of the initial registered office of the corporation is 26399 S. Orchard St., Boise, Idaho 83705, and the name of its initial registered agent at such address is Jay R. Jackson.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until a successor is elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Jay R. Jackson	A & J Construction 26399 S. Orchard St. Boise, Idaho 83705
Maureen Jackson	A & J Construction 26399 S. Orchard St. Boise, Idaho 83705

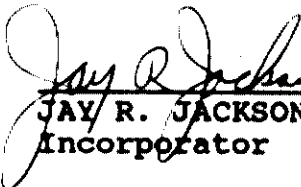
SEVENTH: The name and address of the incorporator is Jay R. Jackson, P.O. Box 6, Homedale, Idaho 83628.

EIGHTH: Amendment of the By-Laws of the corporation by the Board of Directors shall require majority approval of those directors present either in person or by proxy at a meeting of the Board of Directors duly called at which a quorum is present.

NINTH: The Board of Directors may create such committee or committees as it deems to be necessary or advisable with only such power and authority as is specifically defined in the resolution establishing such committee.

TENTH: The Articles of Incorporation shall not be removed, modified or amended except upon approval of a majority of all of the shareholders at a regular or special meeting of the shareholders called for such meeting.

Dated this 22nd day of November, 1988.


 JAY R. JACKSON
 Incorporator

STATE OF IDAHO

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) ss.
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County of Ada

I, SANDRA A. LARKIN, a notary public, do hereby certify that on this 22nd day of ~~October~~ ^{November} 1988, personally appeared before me Jay R. Jackson, being by me first duly sworn, declared that he is the Incorporator of the corporation, and that the statements therein contained are true.

Sandra A. Larkin

Notary Public for Idaho

Residing at Boise, Idaho

Commission Expires: 7-24-91