Article No. 23291.

UNITED STATES OF AMERICA.

THE STATE OF WASHINGTON. DEPARTMENT OF STATE.

TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, Sam H. Nichols Secretary of State of the State of Washington and Keeper of the Seal thereof, do hereby certify that the annexed copy of the Amended Articles of Incorporation of the Washington Water Power Company" increasing number of trustees to 15 has been compared by me with the original copy of said Company's amended Articles now on file & record in this Department and that the same is a true copy thereof, and of the whole thereof, together with all official endorsements thereon.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Seal of the State at the Capitol, in the City of Olympia, this 3rd day of Aug. A. D. 1908.

Sam H. Hichols,

(State Seal)

Secretary of State.

Еy		
	Assistant	Secretary

ANTICLES OF INCORPORATION

OF

THE WASHINGTON WATER POWER COMPANY

THIS IS TO CERTIFY, That The Machington Water Power Company duly and regularly amended its Articles of Incorporation by a majority vote of the Trustees and the vote of more than two-thirds of the capital stock of said Corporation.

This is to further certify, that the Articles of Incorporation of said Company were executed on March 18th, 1889, and that same were amended by Supplemental Articles of Incorporation in October, 1890, and in September 1891, and in May 1899, and in September 1900, and March 1902, and in August 1902, and in March 1903, and in August 1908.

This is to further certify that there was duly and regularly held a meeting of the Trustees of Fise Washington Water Power Company on the 15th day of April, 1900; at which meeting there was duly and regularly considered the question of amending the Articles of Incorporation of said Company, to-wit: By amending the Fifth Article of said Amended Articles of Incorporation by striking therefrom the word "eleven" and inserting in lieu thereof the word "fifteen", and that at said meeting a querum and majority of the Board of Trustees was present and a resolution was duly and regularly adopted by the unanimous and majority vote of the Trustees of the said Company amending the Articles of Incorporation of said Company and Corporation, by striking from said Fifth Article the word "eleven" and inserting in lieu thereof the word "fifteen", so the Article would and should and does now read as felicers.

This is to further certify that at a meeting of the stockholders of said corporation duly and regularly held on the let day of July, 1908, there was passed a resolution and a vote taken of the stock of said Company, amending the Amended Articles of Incorporation of said Company as above set forth. That all stock represented at the said meeting voted in favor of said amendment, and there was present

and represented at said meeting more than two-thirds of the capital stock of the said Corporation, and more than two-thirds of the capital stock of said Company was in favor of said amendment.

This is to further certify, that the said stockholders meeting was duly and regularly called and notice thereof duly and regularly given as provided in the sy the of wid Corporation for special meetings of stockholders.

Now, therefore, this is to certify that the Fifth Article of the Amended Articles of Incorporation of The Washington Water Power Company, has been and is hereby exended so as to and that the same shall and does now read as follows, to-wit:

"FIFTH: That the number of the Trustees of the Corporation shall be fifteen,"

This is to further certify, that this certificate is made in triplicate for the purpose of complying with the laws of the State of Washington, and particularly with an Act entitled "An Act to Amend Section 4851 of Bellinger's Annotated Codes and Statutes of Washington (Pierce's Washington Code, Section 7054) Relating to the Organization and Management of Private Corporations, and Declaring an Emergency."

IN TESTIMENT WHEREOF. The Washington Water Power Company has hereunte set its corporate name by the President and Secretary, and caused this instrument to be attested by its Secretary and its corporate seal and also executed, made and certified by its President and Secretary in triplicate to be correct and for the purpose of filing and keeping the same as in the case of the original Articles of Incorporation.

Corporate Geal)	THE	WASHINGTON WATER POWER COMPANY
Attest:		By Henry M. Richards
H. L. Bleecker Secretary.	•• ••	
		Henry H. Richards As President
		H. L. Bleecker

State of Washington)

County of Spokane

On this let day of July, A. D. 1908, before me, 8, C. Scott, a Notary Public in and for the State of Washington, personally appeared Henry M. Richards, President, and H. L. Bleecker, Secretary, and to me known to be the Propagent and Secretary respectively of The Washington Water Power Company, and known to me to be the persons who executed the above and foregoing instrument, in triplicate, in the name and on behalf of The Washington Water Power Company, as President and Secretary of The Washington Water Power Company, and severally acknowledged to me the executing of the within and foregoing instrument, and asknowledged the same to be the free and voluntary act and deed of said Corporation, for the use and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument and that the seal affixed is the corporate seal of said Corporation. Said Henry M. Richards and H. L. Bleecker did further acknowledge the execution, in triplicate, as President and Secretary of said Corporation, the said instrument, to be their free and voluntary act and deed for the uses and purposes therein mentioned, and in pursuance of and in accordance with directions of the Board of Trustees and stockholders of said Corporation passed at meetings duly and regularly colled and held as set forth in the within and foregoing instrument.

IN WITHIRS WHIREOF, I have hereunto set my hand and affixed my efficial seal the date and year in this certificate first above written.

(Notarial Seal)

S. C. Scott Notary Public in and for the State of Washington, residing at Spokane, Bashington.

Endorsed.

State of Washington, SS. Filed in the office of the Secretary of State July 23, 1908. Recorded in Book 70, Page 587 Domestic Corporations.

Sam H. Nichols,
Secretary of State.

ENDORSED: Instrument Number 16346. (Certified Copy) of the Amended and Supplemental Articles of Incorporation of the The Washington Water Power Company. Filed at the request of H. L. Bleecker Aug. 22, 1908, at 9 o'clock A. M., Records of Shoshone County, State of Idaho, Stanley P. Fairweather, County Recorder, by John P. Sheehy Deputy Recorder.

State of Idaho) County of Shoshone) ss.

I, STANLEY P. FAIRWEATHER, County Recorder in and for the County of Shoshone, State of Idaho, do hereby certify that I have carefully compared the foregoing copy of the Amended and Supplemental Articles of Incorpration of the The Washington Water Power Company, with the original certified copy thereof, and that the same is a true and correct transcript therefrom, together with all the endorsements thereon, as the same appears on file at my office and in my custody.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my official seal at my office in Wallace, Idaho, this 22nd day of August, A. D. 1908.

County Recorder,