

State of Idaho

Department of State

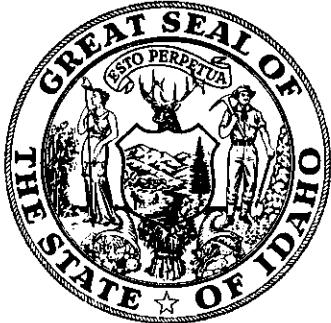
CERTIFICATE OF AMENDMENT OF

FULCRUM, INC.
File Number C 76900

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of FULCRUM, INC. duly executed 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: October 28, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By _____

J. D. Morris

ARTICLES OF AMENDMENT

OF

OCT 28 | 57 PM '96

ARTICLES OF INCORPORATION **SECRETARY OF STATE**
STATE OF IDAHO

FULCRUM, INC.

Pursuant to I.C., §30-1-61, the following Articles of Amendment of Articles of Incorporation are herewith submitted for filing.

FIRST: The name of record of the corporation is Fulcrum, Inc. (the "Corporation").

SECOND: Resolutions setting forth a proposed amendment to the Articles of Incorporation of the Corporation declaring said amendment to be advisable and directing that said amendment be considered by the sole stockholder of the Corporation were duly adopted by unanimous vote of the directors of the Corporation at a meeting held on October 24, 1996.

THIRD: Said amendment was duly adopted by the sole stockholder of the Corporation on October 24, 1996.

FOURTH: Said amendment amends the Articles of Incorporation of the Corporation as follows:

1. Article THIRD of the Articles of Incorporation of the Corporation is hereby amended so that, as amended, said Article shall be and read in its entirety as follows:

"THIRD: The nature of the business of the Corporation and its sole purposes are (a) to serve as a general partner of BP Hydro Finance Partnership, a Utah general partnership (the "Borrower"), (b) to own, directly or indirectly, interests in the Barber Dam hydroelectric generating facility located in Ada County, Idaho (the "Project"), (c) to take such actions as may be necessary or desirable to enable or facilitate the continuation of a loan (the "Borrowing") to the Borrower from The Fuji Bank, Limited, Los Angeles Agency, as such Borrowing may be directly or indirectly assigned to Lyon Credit Corporation and CHI Finance, Inc., the proceeds of which Borrowing have heretofore been and may also in the future be loaned or distributed to, among others, the Borrower, (d) to perform the Corporation's and the Borrower's obligations under all contracts and other agreements heretofore entered into, whether in connection with obtaining fee or leasehold title to the Project, selling power from the Project, operating, maintaining and managing the Project, the Borrowing or otherwise, (e) to engage in all other activities permitted under the terms of the above-referenced contracts and other agreements and (f) to engage in any other activities related or incidental thereto.

#:
16
DATE 10/28/1996 0500
CK #: 2023 QUST# 1763
30.00= AMEND PROF 35241
30.00
IDAH SECRETARY OF STATE

Except as stated above, the Corporation shall not engage in any business or activity whatsoever.

2. The Articles of Incorporation of the corporation are hereby amended to add the following at the end of Article EIGHTH:

"The number of directors of the Corporation shall thereafter be fixed in the manner provided in the By-Laws of the Corporation, and until changed in the manner provided in the By-Laws, shall be three (3); provided, in addition, that at all times the Corporation shall have one (1) individual designated as the "Independent Director" who shall be elected in the same manner as the directors and who shall not have been, at the time of such Independent Director's election, or at any time in the preceding five (5) years: (a) a direct or indirect legal or beneficial owner in the Corporation or any of its Affiliates or a member of the immediate family of any such owner; (b) a creditor, supplier, officer, director, promoter, underwriter, manager or contractor of the Corporation or any of its Affiliates or a member of the immediate family of any such officer or director; or (c) a person or a member of the immediate family of a person who is employed by the Corporation (other than in his capacity as Independent Director) or its Affiliates or any creditor, supplier, employee, stockholder officer, director, promoter, underwriter, manager or contractor of the Corporation or its Affiliates; provided, that such Independent Director may be an "independent director" of one or more other single-purpose, independent entities owned or controlled by Consolidated Hydro, Inc. or any of its Affiliates. As used herein, the term 'Affiliate' shall mean, when used with respect to any person or entity, any other person or entity which directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, such person or entity. The term 'control' (including the correlative term 'controlled') means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person or entity, whether through the ownership of voting stock, by contract or otherwise. The Independent Director shall be entitled to all rights and benefits of a director of the Corporation in respect of indemnification by the Corporation as provided in these Articles of Incorporation, the By-Laws and the Idaho Business Corporation Act. The Independent Director shall also be subject to all duties imposed on a director of the Corporation by the Idaho Business Corporation Act.

3. The Articles of Incorporation of the corporation are hereby amended to add the following Articles TENTH through THIRTEENTH:

TENTH: Except as set forth in Article ELEVENTH, the Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Idaho and all rights herein conferred upon stockholders or directors are granted subject to this reservation.

ELEVENTH: The Corporation and/or the Board of Directors of the Corporation shall not, without the affirmative vote or written consent of all of the directors of the Corporation and the Independent Director:

- (a) file a petition for relief under the United States Bankruptcy Code, as amended, make an assignment for the benefit of creditors, apply for the appointment of a custodian, receiver or trustee for the Corporation or any of the Corporation's property, consent to any other bankruptcy or similar proceeding, consent to the filing of such proceeding or admit in writing the Corporation's inability to pay its debts generally as they become due;
- (b) commence the dissolution, liquidation, consolidation, merger or sale of all or substantially all of the assets of the Corporation;
- (c) approve, in its capacity as general partner of the Borrower, on its own behalf or as general partner of the Borrower, the taking of any of the actions described in clause (a) hereof by or on behalf of the Borrower;
- (d) file against Borrower an involuntary petition for relief under the United States Bankruptcy Code, as amended;
- (e) amend these Articles of Incorporation, including without limitation Article THIRD, in such a manner as either to broaden the business purpose of the Corporation or otherwise adversely to affect the existence of the Corporation as a single purpose, independent entity, or amend Articles THIRD and TENTH through THIRTEENTH of these Articles of Incorporation; or
- (f) engage in any business or activity other than as set forth in Article THIRD of these Articles of Incorporation.

TWELFTH: In no circumstance shall the Independent Director be entitled to consider or vote on any matter proposed at any meeting of the Board of

Directors or committee thereof, or consent to action on any such matter, other than the matters set forth in Article ELEVENTH. For all other matters a quorum shall be determined without taking the Independent Director into account.

THIRTEENTH: The Corporation shall:

- (a) ensure that (i) the Corporation's funds and other assets are identifiable and are not commingled with those of any other person or entity, (ii) the Corporation maintains bank accounts, records and books of account separate and apart from any other person or entity and (iii) the Corporation pays from its assets all obligations and indebtedness of any kind incurred by it;
- (b) ensure that the assets and liabilities of the Corporation are readily ascertainable and subject to segregation without requiring substantial time or expense to effect and account for such segregated assets and liabilities;
- (c) conduct the Corporation's business solely in its own name so as not to mislead others as to the entity with which such others are concerned;
- (d) not engage in any activities with the Corporation's Affiliates (including without limitation appointing any Affiliate of the Corporation an agent of the Corporation) other than in connection with the activities set forth in Article THIRD (such activities shall include, without limitation, obtaining services for operating, maintaining and managing the Project and its finances);
- (e) not enter (or hold itself out as having entered) into any agreement or arrangement to guarantee or, in any way or under any condition, become obligated or liable (or hold itself out as being obligated or liable) for all or any part of any financial or other obligation of another person or entity other than in connection with the activities set forth in Article THIRD;
- (f) not make or permit to exist loans or advances to another person or entity other than in connection with the activities set forth in Article THIRD;

- (g) conduct its business in accordance with all requisite corporate procedures and formalities; and
- (h) neither control the decisions with respect to the daily affairs of any other person or entity other than connection with the activities set forth in Article THIRD.

FIFTH: There are 99.25 shares of the Corporation's Common Stock outstanding, all of which are entitled to vote on the foregoing amendment of the Articles of Incorporation, none of which are entitled to vote as a class, and all of which voted in favor of such amendment.

SIXTH: The foregoing amendment of the Articles of Incorporation does not provide for an exchange, reclassification or cancellation of issued shares, nor does it effect a change in the amount of stated capital.

IN WITNESS WHEREOF, these Articles of Amendment of Articles of Incorporation of

Fulcrum, Inc. have been executed by Fulcrum, Inc., acting through its duly authorized officer,
this 25th day of October, 1996.

FULCRUM, INC.

By Neil A. Manna
Name: Neil A. Manna
Title: Vice President

ATTESTED:

Kathleen Hickey
Its Assistant Secretary

F:\WPDOCS\GMZ\16511\512-LYON\CRTFAMD2.FUL

STATE OF CONNECTICUT))ss *STAMFORD*
COUNTY OF *FAIRFIELD*)

I, Ronnie V. Gurney, a notary public, do hereby certify that on this 25th day of October, 1996, personally appeared before me NEIL A. MANNA, who, being by me first duly sworn, declared that he is Vice President of Fulcrum, Inc., that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Rosario V. Gurney

Notary Public

Residing at: 123 HARBOR DRIVE
STANFORD CT, 06902 (Notarial Seal)

My Commission Expires: 11/30/2000