

L 2115

CERTIFICATE OF AMENDMENT TO
APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP

DEC 18 4 00 PM '95

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of Idaho:

Pursuant to the provisions of Section 53-254, Idaho Code, Glenns Ferry Cogeneration Partners, Limited Partnership hereby amends the information contained on its Application for Registration of Foreign Limited Partnership filed in your offices on December 30, 1992, as follows:

- I. The address of its registered office in Colorado, the state under the laws of which it is organized is: 1675 Broadway, Denver, CO 80202.
- II. The name and street address of its registered agent in Idaho are: C T Corporation System, 300 North 6th Street, Boise, Idaho 83701.
- III. The principal address and the address at which a list of the names, addresses and contributions of the limited partners is kept is: 71 Allen Street, Bldg. A, Rutland, Vermont 05701.

The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.

- IV. The name and business address of its sole general partner are: Glenns Ferry Management, Inc., a Delaware corporation, 71 Allen Street, Bldg. A, Rutland, Vermont 05701.

Dated this 15th day of December, 1995.

Glenns Ferry Cogeneration Partners, Ltd., a Colorado limited partnership authorized to do business in Idaho as Glenns Ferry Cogeneration Partners, Limited Partnership

By: Glenns Ferry Management, Inc.,
a Delaware corporation,
its sole General Partner

By: Mark L. Eisenhower
Mark L. Eisenhower,
its President

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Commonwealth of Virginia)
) ss.
City of Alexandria)

I, Linda K. Latham, a notary public, do hereby certify that on this 15th day of December, 1995, personally appeared before me Mark L. Eisenhower, who being by me first duly sworn, declared that he is the president of Glenns Ferry Management, Inc., a Delaware corporation, and that said corporation is the sole general partner of Glenns Ferry Cogeneration Partners, Ltd., a Colorado limited partnership authorized to do business in Idaho as Glenns Ferry Cogeneration Partners, Limited Partnership, and that he signed the foregoing document on behalf of the general partner of the limited partnership and that the statements therein contained are true.

Linda K. Latham
Linda K. Latham, Notary Public,
Commonwealth of Virginia, At Large
My commission expires 1/31/99