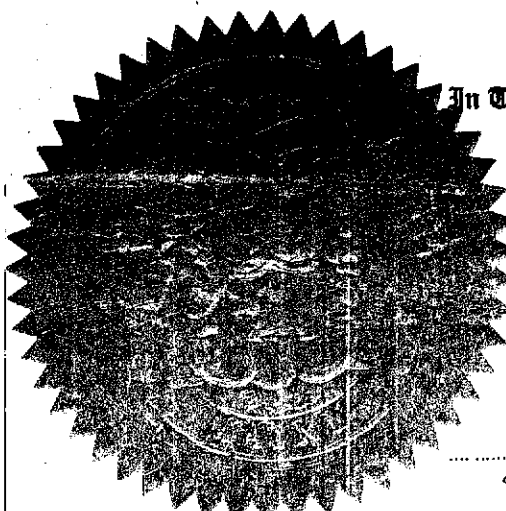


State of Maine.

OFFICE OF SECRETARY OF STATE.

I hereby certify, that the paper to which this is attached, is a true copy from the records of this office.



*In Testimony Whereof, I have caused the seal of the State to be hereunto affixed. GIVEN under my hand at Augusta, this
twenty-fourth day of November in the year of our
Lord one thousand nine hundred and eleven and in
the one hundred and thirty-sixth year of the Independence
of the United States of America.*

J. B. Alexander, Deputy Secretary of State.

STATE OF MAINE

CERTIFICATE OF ORGANIZATION OF A CORPORATION UNDER THE GENERAL LAW.

The undersigned, officers of a corporation organized at Portland, Maine, at a meeting of the signers of the Articles of agreement therefor, duly called and held at the office of The Corporation Trust Company, in the City of Portland, Maine, on the 23rd day of November, 1911, hereby certify as follows :

The name of said corporation is SOUTHERN IDAHO LIGHT, HEAT & POWER COMPANY.

The purposes of said corporation are :

To manufacture, generate, buy, sell, accumulate, store, transmit, furnish, distribute and otherwise utilize electric current for light, heat, power and all other lawful purposes.

To acquire by location, appropriation, license and use under and by virtue of the laws of any state or states, and to acquire by purchase, lease or otherwise from any person or persons, corporation or corporations, partnerships or associations, or from any state or states or from the Government of the United States, waterfalls, cataracts, lands under water, waters and water rights of any and every description, and to own, hold, possess, use, operate, improve, extend, develop and otherwise utilize the same for the purpose of and in connection with the production, transmission, use and distribution of electric or other power in all its forms.

To sell, lease, mortgage, convey or otherwise dispose of any or all waters, lands under water, water rights, water ap-

appropriations and rights to divert and use water which shall be at any time owned or held by this corporation, and to apply or cause or permit to be applied to any useful, beneficial or other lawful purpose, all, or any part of such waters.

To construct, purchase, or otherwise acquire, lease, possess, maintain, enlarge and improve, all necessary or convenient sites for reservoirs, dams, canals and other constructions or conduits necessary or convenient for the storage, diversion or distribution of water, for municipal, domestic, mining, agricultural or other lawful purposes, or for or in connection with the development and use of water power for any of the purposes herein provided, also to acquire, hold, own and sell all lands and rights or interests in lands that may be necessary or convenient for any of said purposes, and to acquire the same by purchase, lease, grant or otherwise from any person or persons, corporation or corporations, partnerships or associations, or from any state or from the Government of the United States.

To erect, buy, sell, operate, lease and let power plants and generating stations for the manufacture, generation, accumulation, storage, transmission and distribution of electric current and any or all machinery used therein or in connection therewith.

To manufacture, buy, sell, lease, let or operate any or all machinery or appliances for the manufacture, generation, storage, accumulation, transmission or distribution of any or all types of electric current, and any or all manner of electric or hydraulic machinery, apparatus or supplies of any nature or kind whatsoever.

To buy, sell, operate or lease pole lines, erect poles, string wires thereon, or on poles of other individuals or corporations, on any and all streets, avenues, highways and roads of counties, townships, towns, villages and cities, and over or under all canals and other waterways, and across any and all bridges, and to use the same either for the transmission of electric current or for any and all lawful purposes, and to sell or lease to others

the right to string wires on or attach them to any or all poles so erected, owned or leased, and to use such wires for any and all lawful purposes.

To build, construct and use, for any of the purposes stated above, underground ways or conduits in such streets, avenues, highways and roads, and under such canals and other waterways and to string electric wires or conductors therein, and to buy or lease from, or sell or let to others the right to string and to use electric wires or conductors in any such ways or conduits.

To fix, charge, collect, receive, enforce the payment of, take, appropriate, hold, use and enjoy rates, charges, tolls, rentals and other compensation for the furnishing, distribution, sale or leasing, at wholesale, or retail, of power, water, electrical energy, electricity, heat or light, or for the sale or leasing at wholesale or retail, of any product or property manufactured or owned by it; and to fix, charge, collect, receive, enforce the payment of, take, appropriate, hold, use and enjoy rates, charges, tolls, rentals and other compensation which may lawfully be earned or obtained from or in connection with the use of any of the powers, privileges, rights and franchises mentioned herein.

To construct or otherwise acquire, lease, improve, maintain, operate, let, sell and otherwise dispose of plants for furnishing water for municipal, domestic, mining, agricultural or other lawful purposes, plants for furnishing gas and electricity, telegraph lines, telephone lines, steamboat lines, surface, underground, elevated or other railways operated by steam, electricity or any other kind of motive power, for the convenience and transportation of passengers, mail, express, merchandise or freight of any kind; but said business of producing and furnishing water, gas and electricity, and of operating telegraph, telephone and steamboat lines, surface, underground or elevated and other railways operated by steam, electricity or any other kind of motive power,

for the convenience and transportation of passengers, mail, express merchandise or freight, shall be carried on only in states other than the State of Maine, and in jurisdictions when and where permissible under the laws thereof.

To remove, dispose of, destroy, convert into useful or innocuous substances and otherwise treat garbage and street and house refuse and to make contracts with municipal corporations or others for such purpose.

To acquire, hold, improve, lease and sell timber, farming, grazing, mineral and other lands and the products thereof; to build, construct, maintain and operate plants and works for the development of such lands and for the handling, preparing and rendering commercially available of the various products thereof.

To acquire by purchase, subscription or otherwise, to hold for investment or otherwise, to sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, other securities, evidences of indebtedness, or any shares of the capital stock of any other corporation or corporations, association or associations of any state, territory or country, and while owner thereof to exercise all the rights, powers and privileges of ownership thereof, including the right to vote on such stock; to aid in any manner any corporation or association of which any bonds or other securities or evidences of indebtedness or stock are held by this corporation and to do any act or things designed to protect, preserve, improve or enhance the value of any such bonds, other securities, evidences of indebtedness or stock; to acquire, own, hold, mortgage, sell, dispose of and transfer real estate and any interest therein, and to acquire, own, hold, sell, mortgage and transfer any and all personal property such as may be necessary, advisable or convenient in connection with the transaction of its business.

To apply for, obtain, register, purchase, lease or otherwise acquire and to hold, own, use, operate, introduce and sell, assign or otherwise dispose of any and

all trade-marks, formulæ, secret processes, trade-names and distinctive marks, and all inventions, improvements and processes used in connection with or secured under Letters Patent or otherwise of the United States or any other country, and to use, exercise, develop, grant licenses in respect to or otherwise to turn to account any and all trade-marks, patents, licenses, concessions (subject to legislative or governmental authority when and where necessary) processes and the like, or any such property, rights, or information so acquired, with a view to the development or utilization thereof; to carry on any other business in connection with the purposes herein set forth which may be necessary or incidental to effectuate these objects or any of them.

To purchase, lease, exchange, hire or otherwise acquire and sell or otherwise dispose of and use or otherwise enjoy any and all rights, privileges, permits or franchises (subject to legislative or governmental authority when and where necessary) suitable or convenient for or in connection with any of the purposes of its business; to erect and construct, make, improve, aid or subscribe toward the construction, making and improvement of mills, factories, storehouses, buildings, roads, docks, piers, wharves, houses for employees and others, and all works pertaining to the same.

To cause or allow the legal title, estate and interest in any property acquired, established or carried on by this corporation to remain or to be vested or registered in the name of or carried on by any other corporation or corporations, foreign or domestic, now formed or to be formed, either in trust for or as agents or nominees of this corporation or upon any other terms or conditions which the Board of Directors of this corporation may consider for the benefit of this corporation, and to manage the affairs or take over and carry on the business of such other corporation or corporations so formed or to be formed, either by acquiring the shares of stock or other securities thereof or otherwise, and to exercise all or any of

the powers of holders of shares of stock or other securities thereof, and to receive and distribute as profits the dividends and interest on such shares of stock or other securities.

To acquire and carry on all or any part of the business or property of any other corporation, person, firm or association engaged in a business similar to any one or more of those authorized to be transacted by this corporation, and to assume in conjunction therewith any liabilities of any person, firm, association or corporation possessed of property suitable for any of the purposes of this corporation, or carrying on any business which this corporation is authorized to transact, and as the consideration of the same to pay cash or to issue shares of stock or obligations of this corporation.

To borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures and evidences of indebtedness of all kinds, without limit as to amount, for the purposes of this corporation, and to secure the same by mortgage, pledge or otherwise.

To guarantee the payment of dividends or interest on any shares of stock, bonds, debentures or other securities issued by, or on any other contracts or obligations of any corporation whenever, in the judgment of its Board of Directors, proper or necessary for the business of this corporation.

To carry out all or any part of the foregoing objects as principal or agents, or in conjunction with any other person, firm, association or corporation and in any part of the world.

To do all things necessary, useful or advisable in connection with the exercise of any of the powers or the attainment of any of the objects herein above enumerated.

The purposes hereinbefore enumerated shall not be construed to permit this corporation to carry on a banking business or to do the business of trust companies or corporations intended to derive profit from the loan or use of money.

The foregoing clauses shall be construed both as objects

and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers which this corporation would otherwise have.

All the powers of this corporation are vested in the Board of Directors, who may make, alter, amend or repeal all by-laws of the corporation except such by-laws as regulate or affect the election of directors, and except when the change of a by-law or the exercise of a power is made by statute expressly dependent upon action by or consent of the stockholders.

The Board of Directors by resolution passed by a majority of the whole Board, may designate three or more directors to constitute an Executive Committee, which Committee to the extent legally permissible provided in said resolution or in the by-laws of the corporation, shall when the board of directors is not in session have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and shall have power to authorize the seal of the corporation to be affixed to all papers which may require it.

The Board of Directors shall have power to hold its meetings, to establish for the company one or more offices, and to keep the books of the corporation, except the books required to be kept within the State of Maine, outside of said state at such places as may be from time to time designated by them.

The amount of capital stock is \$20,000,000.

The amount of the common stock is \$12,500,000.

The amount of the preferred stock is \$7,500,000.

The holders of the Preferred stock shall be entitled to receive when and as declared from the surplus or net profits of the corporation non-cumulative yearly dividends at the rate of Seven per Cent. per annum, and no more, payable annually, semi-annually or quarterly as the Board of Directors may from time to time in its discretion determine, and in prefer-

ence and priority to the payment of any dividend on the common stock for such year.

The holders of the Common stock shall be entitled to receive all other net profits of the corporation which may be distributed as dividends, and such dividends on the common stock may be declared annually, semi-annually or quarterly, as the Board of Directors may from time to time in its discretion determine.

In the event of any liquidation or dissolution or winding up, whether voluntary or involuntary, of the corporation, the holders of the preferred stock shall be entitled to be paid in full the par amount of their shares before any amount shall be paid to the holders of the common stock, and after the payment to the holders of the preferred stock of its par value the remaining assets and funds shall be divided and paid to the holders of the common stock *pro rata* according to their respective shares.

No part of the capital stock has yet been paid in.

The par value of the shares is \$100.

The names and residences of the owners of said shares are as follows :

Names.	Residences.	No. of Shares.	
		Common.	Preferred.
Clarence E. Eaton	Portland, Maine.	13	
Albert F. Jones	Portland, Maine.		
T. L. Croteau	Portland, Maine.		
Albert A. Richards	Portland, Maine.		
B. M. Maxwell	Portland, Maine.		
Clarence G. Trott	Portland, Maine.		
J. R. Griffin	Portland, Maine.		
L. H. Palmer	Portland, Maine.		
J. W. Cady	Portland, Maine.		
A. R. Small	Portland, Maine.		
C. L. Doane	Portland, Maine.		
Total		134,947	75,000
Stock subscribed and received		125,000	75,000

Said corporation is located at Portland, in the County of Cumberland.

The number of directors is eleven, and their names are:

CLARENCE E. EATON
 ALBERT F. JONES
 T. L. CROTEAU
 ALBERT A. RICHARDS
 B. M. MAXWELL
 CLARENCE G. TROTT
 J. R. GRIFFIN
 L. H. PALMER
 J. W. CADY
 A. R. SMALL
 C. L. DOANE

The name of the clerk is JAMES E. MANTER, and his residence is Portland, Maine.

The undersigned, Clarence E. Eaton, is president; the undersigned, Albert F. Jones, is Treasurer, and the undersigned, Clarence E. Eaton, Albert F. Jones, J. L. Croteau, Albert A. Richards, B. M. Maxwell, Clarence G. Trott, J. R. Griffin, L. H. Palmer, J. W. Cady, A. R. Small and C. L. Doane, are a majority of the directors of said corporation.

Witness our hands this 23rd day of NOVEMBER, 1911.

CLARENCE E. EATON

President.

ALBERT F. JONES,

Treasurer.

CLARENCE E. EATON

ALBERT F. JONES

T. L. CROTEAU

ALBERT A. RICHARDS

B. M. MAXWELL

CLARENCE G. TROTT

Directors.

J. R. GRIFFIN

L. H. PALMER

J. W. CADY

A. R. SMALL

C. L. DOANE

NOVEMBER 23rd, 1911.

STATE OF MAINE,
COUNTY OF CUMBERLAND, ss.:

Then personally appeared *James P. Eaton, Albert J. Jones, J. L. Cateau, Albert A. Richardson, F. H. Maynard, Charles H. Hitt, J. H. Griffin, L. H. Palmer, J. W. Pady, A. W. Small and C. S. Brown*, and severally made oath to the foregoing certificate, that the same is true.

Before me,

JAMES E. MANTER,

Justice of the Peace.

STATE OF MAINE.

ATTORNEY GENERAL'S OFFICE.

NOVEMBER 23., 1911.

I hereby certify that I have examined the foregoing certificate, and the same is properly drawn and signed, and is conformable to the constitution and laws of the State.

W. R. PATTANGALL,

Attorney General.

CUMBERLAND, SS.
REGISTRY OF DEEDS.

RECEIVED NOVEMBER 24th, A. D. 1911, at
10 h. 50 m. A.M. RECORDED IN VOL. 44, PAGE 450.

ATTEST: FRANK L. CLARK, REGISTER.

A TRUE COPY OF RECORD.

ATTEST: FRANK L. CLARK, REGISTER.

STATE OF MAINE,
OFFICE OF SECRETARY OF STATE.

AUGUSTA, NOVEMBER 24, A. D. 1911.

RECEIVED AND FILED THIS DAY. RECORDED IN
VOL. 79, PAGE 133.

ATTEST: *E. Alexander*
Deputy SECRETARY OF STATE.

STATE OF IDAHO, } ss.
County of Ada,

STEPHEN UTTER, Ex-Officio Recorder in and for Ada County, State of Idaho, do hereby certify that the annexed
is a full and correct copy of certain Articles of Incorporation of the
Idaho Light, Heat & Power Co
Number *#7504*

of MONEY WHEREOF, I have hereunto set my hand and affixed my official Seal this *12th* day
By *Peterson* 1911
Deputy. *Stephen Utter*
Ex-Officio Recorder.