

State of Idaho

Department of State

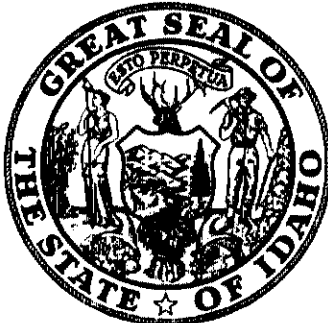
CERTIFICATE OF INCORPORATION OF

RYEGRASS POWER GROUP, 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: June 11, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

ARTICLES OF INCORPORATION

OF

RYEGRASS POWER GROUP, INC.

RECEIVED
SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Idaho Code §30-1-1 et. seq.:

And we hereby certify in writing:

ARTICLE I

NAME

The name of said corporation shall be Ryegrass Power Group, Inc.

ARTICLE II

PURPOSES AND POWERS

The purposes for which this corporation is formed are:

A. To acquire, lease, develop, sell, encumber and dispose of real and personal property of every kind or nature;

B. To acquire, license, develop, operate, maintain, lease, encumber, and dispose of electric generating facilities and projects of every kind or nature.

C. Without in any manner limiting any of the objects, purposes or powers of the corporation, the business or purposes of said corporation shall be from time to time to do any one or more of all of the acts or things herein set forth.

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D. The several subdivisions contained in this paragraph of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers, conferred on business corporations, by the laws of the State of Idaho, all of which powers are expressly claimed.

ARTICLE III

DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be located in the County of Twin Falls, the address of the registered office of said corporation in the State of Idaho, County of Twin Falls, shall be P.O. Box 820, 1061 Blue Lakes Boulevard North, #210, Twin Falls, Idaho. John J. Straubhar shall be the initial registered agent for the corporation, at the address set forth above.

ARTICLE V

CORPORATE STOCK

A. The aggregate number of shares which the corporation shall have authority to issue is 5,000, all of which shall have no par value.

ARTICLE VI

INCORPORATOR

Following is the name and post office address of the incorporator:

NAME OF INCORPORATOR POST OFFICE ADDRESS

John J. Straubhar

**P.O. Box 1061
1061 Blue Lakes Blvd. N., #210
Twin Falls, ID 83301**

ARTICLE VII

MANAGEMENT

A. The business of the corporation shall be managed by a board of at least three (3) directors, except that if all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. Directors need not be shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

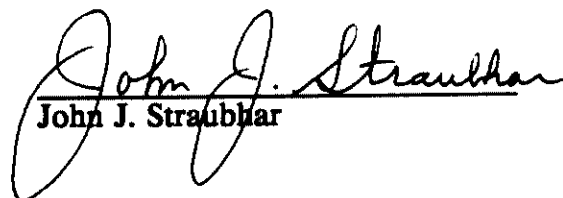
B. The Incorporator listed in Article VI above shall serve as a director until the first meeting of shareholders or until their successors are elected and qualify.

ARTICLE VIII

BY-LAWS

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of June, 1993.


John J. Straubhar

STATE OF IDAHO

County of Twin Falls

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) ss.
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I, Sherry L. Cull, a Notary Public, do hereby certify that on this 9th day of June, 1993, personally appeared before me John J. Straubhar, who, being by me first duly sworn, declared that he is the Incorporator of Ryegrass Power Group, Inc., that he signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.

Sherry L. Cull
Notary Public for Idaho
Residing at: Twin Falls, ID
Commission Expires: 3/19/94

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