

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

SNAKE RIVER POWER ASSOCIATION, INC.

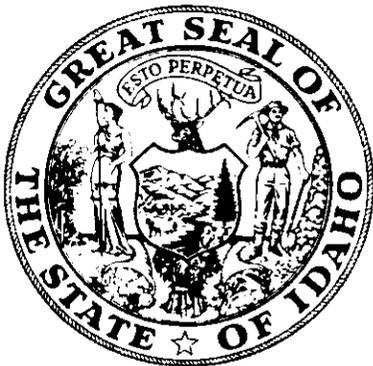
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

SNAKE RIVER POWER ASSOCIATION, INC.

duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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 July 29, 19 86



Pete T. Cenarrusa

SECRETARY OF STATE

Debra Bannington

Corporation Clerk

RESTATED ARTICLES OF INCORPORATION
OF
SNAKE RIVER POWER ASSOCIATION, INC.

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RECORDED & INDEXED

Pursuant to the provisions of Section 30-1-64 of the Idaho Business Corporation Act, the undersigned Corporation, a nonprofit Idaho corporation, hereby restates its Articles of Incorporation by setting forth herein all of the operative provisions of the Articles of Incorporation as heretofore amended, which Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, and which Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I. NAME

The name of this Corporation shall be the SNAKE RIVER POWER ASSOCIATION, INC.

ARTICLE II. LOCATION

The location of its principal place of business in this State is in Mackay, Idaho, c/o P. O. Box 417 83251, in Custer County. The Corporation may also maintain offices at such other place or places as the Board of Directors may determine.

ARTICLE III. PURPOSE

The purpose for which the Corporation is organized is to provide and enhance the capability of consumer owned electrical

utilities serving the State of Idaho, to provide the highest levels of reliable, cost-effective service to their consumers:

1. By owning, constructing, or operating electric generation, transmission, or distribution facilities dedicated to providing service to the electrical consumers of members of the Corporation.
2. By securing financing for such facilities.
3. By commencing legal action, in the name of the Corporation on behalf of its members, in all Federal and State courts and regulatory agencies, for the purpose of protecting and promoting the collective interests of the Corporation's members.
4. By encouraging, fostering, aiding and conducting investigations and disseminating the result of such investigations to the members of the Corporation.
5. By representing the members of the Corporation before Federal and State agencies, the Congress, the Idaho Legislature, and any other public or private entities in matters related to the generation, distribution, or transmission of electrical energy, and the financing of facilities to finance the same, for service to the members of the Corporation.
6. By taking any other actions allowed by law to advance the purpose of the Corporation.

ARTICLE IV. POWERS

For the furtherance of this purpose, the Corporation shall have, use and enjoy any and all powers and authority necessarily or properly incident to or connected with the foregoing purpose, including:

1. The power to conduct business in the 50 States, the District of Columbia, the territories of the United States, and in foreign countries.
2. The power to acquire in any lawful manner such property, real, personal or mixed, tangible or intangible, or interest therein as may be necessary, for the transaction of its business or the execution of any trust, and may hold, use, lease, sell, mortgage, pledge, assign, transfer or convey the same or any part thereof.
3. The right to sue and be sued, complain and defend in any judicial proceeding, to contract and be contracted with, and to employ and discharge employees.
4. The power to borrow money and issue, sell, or pledge bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, secured or unsecured, and to purchase, acquire, subscribe for, hold and dispose of the shares, bonds, and other evidences of indebtedness or contracts of any other corporation, domestic or foreign.

5. The right to receive any money or property absolutely or in trust, to be used, either the principal or the income therefrom, for the furtherance of any of the expressed purposes of this Corporation, or any other purpose which may legitimately fall within its corporate powers.

6. The power to appoint such officers and agents as the business of the Corporation shall require and to allow them suitable compensation.

7. The power to enter into contracts and leases for the purpose of furthering the purposes of the Corporation.

8. The power to exercise generally the powers conferred on corporations by the laws of the State of Idaho, including particularly those set forth in Section 30-307 I.C.A., save and except, however, the power to issue stock.

ARTICLE V. MEMBERSHIP

General membership in the Corporation is limited to cooperative corporations and municipalities engaged in the generation, transmission, or distribution of electrical energy. Associate membership in the Corporation is available to any organization or entity interested in the generation, transmission or distribution of electrical energy. Membership in the Corporation may be acquired in such manner and upon such terms and

conditions prescribed in the By-Laws, provided, however, that associate members are not entitled to vote and do not incur any obligation to discharge the liabilities of the Corporation.

ARTICLE VI. BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) members. The Board of Directors shall be composed of individuals who are directors or managers of electrical cooperatives, or who are elected or appointed officials of qualifying municipal corporations.

The terms of the members of the Board of Directors shall be four years. The procedure for the election of directors and the filling of vacancies shall be set forth in the By-Laws.

ARTICLE VII. BY-LAWS

The Board of Directors shall have the power to adopt By-Laws and to amend, alter and repeal the same. In addition to the other provisions, the By-Laws shall provide for the specific number of Directors (within the range set forth in Article VI hereof), the manner of their selection and the procedure for filling vacancies on the Board. The By-Laws will also provide for the number and title of officers and the term during which they serve.

ARTICLE VIII. COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS

No member, director or officer of the Corporation may receive any pecuniary benefit from it, except such compensation as may be allowed for services actually rendered.

ARTICLE IX. USE OF NET INCOME OF THE CORPORATION

The net income of the Corporation shall be used only for the furtherance of the purpose outlined in Article III of these Restated Articles of Incorporation. The property of members of the Corporation shall not be subject to payment of the debts of the Corporation.

ARTICLE X. TERMINATION AND DISPOSAL OF ASSETS

The existence of the Corporation shall be perpetual, or until its termination by order of a Court of competent jurisdiction. In the event of the dissolution of the Corporation all of its property, real, personal and mixed and wheresoever situated, no member shall be entitled to any distribution or division of its remaining property or proceeds, and the balance of all money and other property received by the Corporation from any source, after payment of all debts and obligations of the Corporation, shall be used or distributed pursuant to an order of a Court of competent jurisdiction, exclusively for the purposes set forth in Article V of these Restated Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this _____ day of October, 1986.

President

Secretary

STATE OF IDAHO)
)ss.
County of Ada)

I, Roy L. Eiguren, a notary public in and for said county and state, do hereby certify that on this ____ day of October, 1986, personally appeared before me _____ and _____, known to me to be the President and Secretary of the Snake River Power Association, Inc., and executed the foregoing documents as duly authorized officers of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public for Idaho
Residing at Boise, Idaho

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13th day of June, 1986.

Larry C Burbank
President

Lew R Greene
Secretary

STATE OF IDAHO

County of ADA

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) ss.
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I, ROY L. FIGUREN, a notary public, do hereby certify that on this 13th day of June, 1986, personally appeared before me Larry Burbank who being by me first duly sworn, declared that he is the President of SNAKE RIVER POWER ASSOCIATION, INC., that he has signed the foregoing documents as President of the Corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Roy L. Figuren
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO

County of

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) ss.
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I, ROY V. FIGUEROA, a notary public, do hereby certify that on this 13th day of June, 1986, personally appeared before me Law Greene who being by me first duly sworn, declared that he is the Secretary of SNAKE RIVER POWER ASSOCIATION, INC., that he has signed the foregoing documents as Secretary of the Corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Boise, Idaho