

D001050

FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED

ARTICLES OF INCORPORATION

of THE WASHINGTON WATER POWER COMPANY
a domestic corporation of Spokane, Washington,
(Amending Subdivision (e) of Article Third)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
C T Corporation System
1218 Third Ave.
Seattle, WA 98101
Attn: J. P. Stuart Stout

Filing and recording fee \$

License to June 30, 19

Excess pages @ 25¢ \$

Microfilmed, Roll No.

Page

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol, June 4, 1979

BRUCE K. CHAPMAN
SECRETARY OF STATE

JUN 4 1979

SECRETARY OF STATE
STATE OF WASHINGTONARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
THE WASHINGTON WATER POWER COMPANY

Articles of Amendment of the Articles of Incorporation of The Washington Water Power Company are herein executed by said Corporation pursuant to the provisions of Revised Code of Washington 23A.16.040 and 23A.16.050, as follows:

1. The name of the Corporation is The Washington Water Power Company.
2. The Amendment to the Articles of Incorporation of said Corporation is as follows:

The Articles of Incorporation and Restated Articles of Incorporation of the Company are amended by deleting therefrom Subdivision (e) of Article Third thereof and by deleting Clause (b) of Paragraph Second of Statement of Resolution Establishing Series of Shares of The Washington Water Power Company (\$9.00 Preferred Stock, Series A) and substituting therefor Subdivision (e) of Article Third of Restated Articles of Incorporation and Clause (b) of Paragraph Second of Statement of Resolution Establishing Series of Shares of The Washington Water Power Company (\$9.00 Preferred Stock, Series A) as shown on Exhibit A attached hereto and made a part hereof by this reference.

3. The date of the adoption of said amendment by the shareholders of said Corporation is May 11, 1979.
4. The number of shares outstanding of said Corporation is 9,256,038 shares. The number of shares entitled to vote on said amendment was 9,256,038.

The designation and number of outstanding shares of each class entitled to vote as a class on the amendment were as follows:

Preferred Stock	250,000 Shares
Common Stock	9,006,038 Shares

5. The number of shares of each class entitled to vote as a class on said amendment voted for and against said amendment, respectively, were as follows:

	<u>For</u>	<u>Against</u>
Preferred Stock	214,991	1,850
Common Stock	6,741,167	63,216

DATED: May 14, 1979

THE WASHINGTON WATER POWER COMPANY

By

W. J. Satre
President

By

[Signature]
Assistant Secretary

STATE OF WASHINGTON)

: ss

County of Spokane)

W. J. Satre, being duly sworn, deposes and says that he is the President of The Washington Water Power Company, the Corporation named in the foregoing document, that he signed said document as the President of said Company and that the statements contained therein are true.

W. J. Satre
W. J. Satre

SUBSCRIBED AND SWORN to before me this 14th day of May, 1979.

Alvin P. O'Kelly
Notary Public in and for the State of Washington,
Residing at Spokane, Washington.

THE WASHINGTON WATER POWER COMPANY

Subdivision (e) of Article THIRD of
Restated Articles of Incorporation

"(e) Out of any funds legally available for the payment of dividends, the holders of the Preferred Stock of each series shall be entitled, in preference to the holders of the Common Stock, to receive, but only when and as declared by the Board of Directors, dividends at the annual rate fixed and determined with respect to each series in accordance with these Articles of Incorporation, and no more, payable quarterly in each year as hereinafter provided. Such dividends shall be cumulative so that if for all past dividend periods and the then current dividend period dividends shall not have been paid or declared and set apart for payment on all outstanding shares of each series of the Preferred Stock, at the annual dividend rates fixed and determined for the respective series, the deficiency shall be fully paid or declared and set apart for payment before any dividends on the Common Stock shall be paid or declared and set apart for payment; provided, however, that nothing in this subdivision (e) or elsewhere in these Articles of Incorporation shall prevent the simultaneous declaration and payment of dividends on both the Preferred Stock and the Common Stock if there are sufficient funds legally available to pay all dividends concurrently. Dividends on all shares of the Preferred Stock of each series shall be cumulative from the date of issuance of shares of such series. If more than one series of the Preferred Stock shall be outstanding, dividends shall not be paid or declared and set apart for payment on the Preferred Stock of any series for any dividend period unless dividends have been or are contemporaneously paid or declared and set apart for payment on the Preferred Stock of all series for all dividend periods terminating on the same or an earlier date. As to all series of Preferred Stock, the dividend payment dates for regular quarterly dividends shall be the fifteenth day of March, June, September and December in each year, and the dividend period in respect of which each regular quarterly dividend shall be payable shall be the period commencing on the next preceding dividend payment date and ending on the day next preceding the dividend payment date for such dividend, except that the dividend period in respect of which a dividend shall be payable on June 15, 1979 shall be the period commencing February 1, 1979 and ending June 14, 1979. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments which may be in arrears."

Clause (b) of Paragraph Second of
Statement of Resolution Establishing Series of Shares
of The Washington Water Power Company
(\$9.00 Preferred Stock, Series A)

"(b) have a dividend rate of \$9.00 per share per annum."