

CERTIFICATE OF INCORPORATION  
OF

MARCO POWER COMPANY, INC.

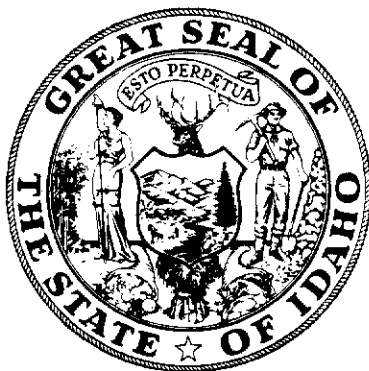
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

MARCO POWER COMPANY, INC.

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: **January 28, 1985**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

MARCO POWER COMPANY, INC.

The undersigned, acting as incorporators of MARCO POWER COMPANY, INC., a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

MARCO POWER COMPANY, INC.

SECOND: The period if its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(1) To carry on the general business of generating, transmitting and selling electrical energy and to construct, erect, purchase, lease and deal generally in and with plants, buildings, works, machinery, supplies, apparatus, equipment, transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any of the foregoing purposes, and to acquire and hold water and flowage rights and to acquire leasehold or occupy lands or easements therein.

(2) To carry on any other kind of business or business activities that the Shareholders may from time to time deem to be advisable or proper in connection with the business.

1           (3) To purchase, lease, own, sell, mortgage, sublease,  
2 and otherwise acquire lands, buildings, easements or property,  
3 real and personal, which may be requisite for the purposes or  
4 are capable of being conveniently used in connection with any  
5 of the objects of this corporation, and to enter into, make,  
6 perform and carry out contracts of every sort and kind with any  
7 person, and to acquire and take over the good will, property,  
8 rights, franchises and assets of every kind and the liabilities  
9 of any person, firm, association, or corporation, either wholly  
10 or in part, and to pay for the same in cash, stocks or bonds of  
the corporation, or otherwise.

11           (4) In the purchase of or acquisition of property,  
12 business rights or franchises or for any other object in and  
13 about its business or affairs, to incur debt and to borrow and  
14 secure the payment of money in any lawful manner including the  
15 issue and sale or other disposition of bonds, debentures, notes  
and other evidences of indebtedness.

16           (5) Without in any particular way limiting any of  
17 the objects or purposes or powers of the corporation, the  
18 business or purposes of the company shall be empowered from  
19 time to time to do any one or more or all of the acts and things  
20 herein set forth and to engage in the general commercial  
21 business, and all such other acts, things and business in any  
22 way connected therewith or auxiliary thereto.  
23

1 (6) To transact any and all lawful business for  
2 which corporations may be incorporated under the Idaho Business  
3 Corporation Act.

4 FOURTH: The aggregate number of shares which the  
5 corporation shall have authority to issue is:

<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>	<u>AGGREGATE</u>
Common	1000	\$10.00	\$10,000.00

7 FIFTH: Provisions denying preemptive rights are:  
8 None.

9 SIXTH: Provisions for the regulation of the internal  
10 affairs of the corporation are: There shall be no Board of  
11 Directors for the corporation. The shareholders of the corpo-  
12 ration shall serve as the managing or governing body of the cor-  
13 poration and shall be responsible for the regulation of the  
14 internal affairs of the corporation.

15 SEVENTH: The address of the initial registered office  
16 of the corporation is Route 3, Jerome, Idaho 83338, and the  
17 name of the initial registered agent at such address is Waldo  
18 G. Martens.

19 EIGHTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Waldo G. Martens	Route 3, Jerome, ID 83338

20 DATED this 20 day of January, 1985.

21   
22 WALDO G. MARTENS  
23

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23

STATE OF IDAHO )  
 ) ss.  
County of Twin Falls )

On this 20 day of January, 1985, before me, the undersigned, a Notary Public in and for the said County and State, personally appeared WALDO G. MARTENS, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

Brent Martens  
Notary Public for Idaho  
Residing at Buhl, Idaho