

26128

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

TWIN FALLS ENERGY 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 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: October 23, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sonya Coulson

Corporation Clerk

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ARTICLES OF INCORPORATION
OF
TWIN FALLS ENERGY COMPANY, INC.

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 § 30-1-2, et seq.:

And we hereby certify in writing:

ARTICLE I

NAME

The name of this corporation shall be the TWIN FALLS ENERGY COMPANY, INC.

ARTICLE II

PURPOSES AND POWERS

The purposes for which this corporation is formed are:

A. To own, hold, construct, maintain and operate certain power facilities, systems, and appurtenant facilities located in Twin Falls County, Idaho, whereby certain waters are to be diverted and used for the generation of hydroelectricity or the cooling of thermal electrical generating facilities; also to acquire water rights for said purposes, and to acquire other water and land rights in case the same may be deemed desirable; to acquire, hold, own, maintain and control said water and water rights; to generate power; to construct such

dams, reservoirs, canals, generating facilities and other necessary and appurtenant facilities including rights of way and transmission facilities; to arrange for and finance the construction of said facilities; to negotiate and enter "take or pay" or falling water contracts or other marketing arrangements for the sale of power generated, at wholesale or retail including the direct distribution thereof; and generally to do any and all things necessary or proper to generating, selling and distributing electricity.

B. To participate in joint filing and joint ventures for the development of power.

C. To buy, own, hold, lease and dispose of such real and personal property as may be necessary or expedient for the proper conduct of its business; to commence, prosecute or defend suits, or for any and all other purposes.

D. To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state government or any subdivision, district or department thereof.

E. To borrow money and to execute or negotiate notes, bonds, mortgages or other obligations for the payment of money for the purpose of raising revenue to defray the expense of construction, improvement and all other capital expenditures, as well as the management, maintenance and operation of the company assets.

F. To do any and all such other acts, things, business or businesses in any manner connected with, or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated directly or indirectly to promote the interests of the corporation and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, and to do any and all acts and things, and to exercise any and all other powers which a natural person could do or exercise and which now or hereafter may be authorized by law.

G. The several clauses contained in the statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall not be limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers, and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed exclusive, but it is hereby expressly declared that all other lawful powers, not inconsistent herewith, are hereby included.

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 post office address of the registered office of said corporation in the State of Idaho, County of Twin Falls, shall be P.O. Box 326, 163 2nd Avenue West, Twin Falls, Idaho 83303-0326. Dick Haumann shall be the registered agent at the address set forth above.

ARTICLE V

CORPORATE STOCK

The aggregate number of shares which the corporation shall have authority to issue is 100, all of which shall have no par value and shall be designated "Class A Shares".

ARTICLE VI

INCORPORATORS

Following are the names and post office addresses of each of the incorporators:

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>
Bob Schaer	Route 1, Box 223 Buhl, ID 83316
Wayne Lincoln	Route 2 Filer, ID 83328
Dan Shewmaker	3528 E. 3600 N. Kimberly, ID 83341
Richard Morris	Route 4 Buhl, ID 83316
Charles Coiner	3866 N. 3800 E. Hansen, ID 83334

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 Incorporators listed in Article VI above shall serve as directors until the first meeting of shareholders or until their successors are elected and qualify.

ARTICLE VIII

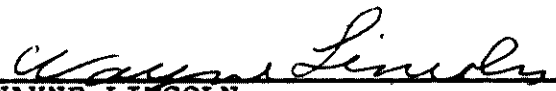
BYLAWS

The power to adopt, repeal and amend the ByLaws of the corporation shall be in the stockholders and the ByLaws 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 21st day of October, 1991.



BOB SCHAER



WAYNE LINCOLN

Dan Sheemaker
DAN SHEWMAKER

Richard Morris
RICHARD MORRIS

Charles Coiner
CHARLES COINER

STATE OF IDAHO)
County of Twin Falls) ss.

I, John A. Rosholt, a Notary Public, do hereby certify that on this 21 day of October, 1991, personally appeared before me BOB SCHAEER, who, being by me first duly sworn, declared that he is the Incorporator of TWIN FALLS ENERGY COMPANY, INC., that he signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.

John A. Rosholt
Notary Public for Idaho
Residing at: Twin Falls
Commission expires: 1992

STATE OF IDAHO)
County of Twin Falls) ss.

I, Joseph A. Rosholt, a Notary Public, do hereby certify that on this 21st day of October, 1991, personally appeared before me WAYNE LINCOLN, who, being by me first duly sworn, declared that he is the Incorporator of TWIN FALLS ENERGY COMPANY, INC., that he signed the foregoing

document as Incorporator of the corporation, and that the statements therein contained are true.

John A. Rosholt
Notary Public for Idaho
Residing at: Twin Falls
Commission expires: 1992

STATE OF IDAHO)
County of Twin Falls) ss.

I, John A. Rosholt, a Notary Public, do hereby certify that on this 21st day of OCTOBER, 1991, personally appeared before me DAN SHEWMAKER, who, being by me first duly sworn, declared that he is the Incorporator of TWIN FALLS ENERGY COMPANY, INC., that he signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.

John A. Rosholt
Notary Public for Idaho
Residing at: Twin Falls
Commission expires: 1992

STATE OF IDAHO)
County of Twin Falls) ss.

I, John A. Rosholt, a Notary Public, do hereby certify that on this 21st day of OCTOBER, 1991, personally appeared before me RICHARD MORRIS, who, being by me first duly sworn, declared that he is the Incorporator of TWIN FALLS ENERGY COMPANY, INC., that he signed the foregoing

document as Incorporator of the corporation, and that the statements therein contained are true.

John A. Rosholt
Notary Public for Idaho
Residing at: Twin Falls
Commission expires: 1992

STATE OF IDAHO)
County of Twin Falls) ss.

I, John A. Rosholt, a Notary Public, do hereby certify that on this 21st day of October, 1991, personally appeared before me CHARLES COINER, who, being by me first duly sworn, declared that he is the Incorporator of TWIN FALLS ENERGY COMPANY, INC., that he signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.

John A. Rosholt
Notary Public for Idaho
Residing at: Twin Falls
Commission expires: 1992

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