

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

FRUITLAND ELECTRIC, 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: December 28, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By

Valerie Taylor

ARTICLES OF INCORPORATION

OF

RECEIVED
SEC. OF STATE

FRUITLAND ELECTRIC, INC. DEC 28 PM 2 24

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the Idaho General Business Corporations Act, Title 30, Chapter 1, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

I.

The name of the Corporation is Fruitland Electric, Inc.

II.

The nature of the business, or objects or purposes to be transacted, promoted, or carried on by the Corporation is:

To engage in and transact any or all lawful business for which corporations may be incorporated under the Idaho General Business Corporations Act.

III.

The aggregate number of shares which the corporation shall have the authority to issue is 100 shares of no-par value common stock. Said shares shall be of one class only.

IV.

The Corporation is to have perpetual existence.

V.

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least 18 years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be four (4). None of the directors shall be a stockholder of the Corporation or a resident of the State of Idaho.

IDaho SECRETARY OF STATE
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The names and addresses of the person who are to serve as directors until the first annual meeting of the shareholders or until his successor is elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
David Emery Koeppen	1583 NW 26th Street Fruitland ID 83619
Audrie Lynn Koeppen	1583 NW 26th Street Fruitland ID 83619
Jewell Eugene Bishop	315 N. Penn. Ave. Fruitland ID 83619
Shirly Victoria Bishop	315 N. Penn. Ave. Fruitland ID 83619

VI.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

VII.

Meetings of the stockholders may be held outside the State of Idaho, if the Bylaws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

VIII.

The Corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner now or hereafter prescribed by statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

IX.

The name and place of residence of the incorporator is as follows:

David Emery Koeppen
1583 NW 26th St.
Fruitland ID 83619

X.

The registered office of this Corporation in the State of Idaho shall be 200 W. 1st Street, Fruitland ID 83619, or such other place within the county of Payette, as the Board of Directors may hereafter determine. The name of the registered agent at such address is Jewell Eugene Bishop.

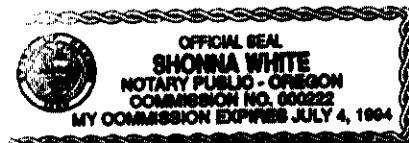
DATED this 23 day of December, 1992.

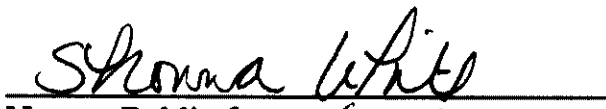

David Emery Koeppen

STATE OF OREGON)
)ss.
COUNTY OF MALHEUR)

On this 23 day of December, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared David emery Koeppen, 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.




Notary Public for: Oregon