



CERTIFICATE OF INCORPORATION
OF

SANDY CREEK POWER, INC.

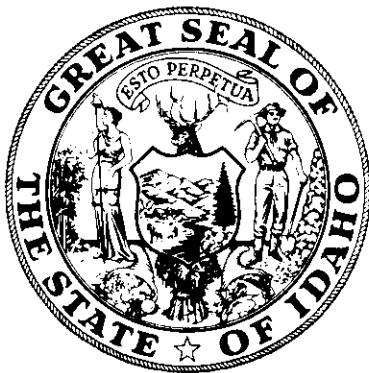
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SANDY CREEK POWER, 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: **May 3, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Denise Deier*

ARTICLES OF INCORPORATION

1. The name of the corporation is Sandy Creek Power, Inc.
2. The period of its duration is perpetual.
3. Its purpose is to transact the business of generating power and selling power and all other business not forbidden by law.
4. It shall have authority to issue SIX THOUSAND (6,000) shares, all of one class, ONE DOLLAR (\$1.00) par value.
5. The address of its initial registered office is Route 1, Box 38, Salmon, Idaho 83467. The name of its initial registered agent at such address is Steve Crofoot.
6. The number of directors constituting its initial board of directors is six (6), whose names and addresses are:

Leonard Reagle
Route 1, Box 39
Salmon, Idaho 83467

Christina Reagle
Route 1, Box 39
Salmon, Idaho 83467

Steve Crofoot
Route 1, Box 38
Salmon, Idaho 83467

Dee Ann Crofoot
Route 1, Box 38
Salmon, Idaho 83467

John McConnaghy
Route 1, Box 37
Salmon, Idaho 83467

Iona McConnaghy
Route 1, Box 37
Salmon, Idaho 83467

7. The name and address of each incorporator is:

Leonard Reagle
Route 1, Box 39
Salmon, Idaho 83467

Christina Reagle
Route 1, Box 39
Salmon, Idaho 83467

Steve Crofoot
Route 1, Box 38
Salmon, Idaho 83467


Dee Ann Crofoot
Route 1, Box 38
Salmon, Idaho 83467


John McConnaghy
Route 1, Box 37
Salmon, Idaho 83467

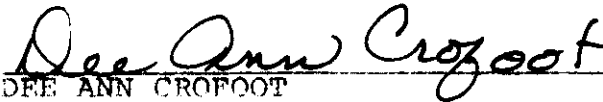
Iona McConnaghy
Route 1, Box 37
Salmon, Idaho 83467


DATED This 30th day of April, 1984.


LEONARD REAGLE


CHRISTINA REAGLE


STEVE CROFOOT


DEE ANN CROFOOT


JOHN McCONNAGHY


IONA McCONNAGHY