

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
AS TO ITS PREPARATION BY THE ~~OFFICE OF~~
~~JUN 30 8:32 AM '82~~
THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.

FILED

JUN 15 1982

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES 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 is as follows:

The Articles of Incorporation of the Company are amended by deleting therefrom Paragraph (b) of Article THIRD thereof and substituting therefor Paragraph (b) of Article THIRD 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 14, 1982.
4. The number of shares outstanding of said Corporation is 15,256,329. The number of shares entitled to vote on said amendment was 15,256,329.
5. The number of shares voted for and against said amendment, respectively, were as follows:

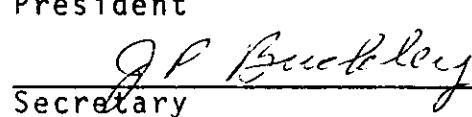
For Amendment: 11,588,006

Against Amendment: 857,462

DATED: June 1, 1982.

THE WASHINGTON WATER POWER COMPANY

By 
President

By 
Secretary

STATE OF WASHINGTON)
County of Spokane) : ss

Paul A. Redmond, 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.


Paul A. Redmond

SUBSCRIBED AND SWORN to before me this 1st day of June, 1982.

Donna Leffey
Notary Public in and for the State
of Washington, residing at Spokane.

EXHIBIT A

- (b) The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 50,000,000 shares, divided into 10,000,000 shares of Preferred Stock without nominal or par value, issuable in series as hereinafter provided, and 40,000,000 shares of Common Stock without nominal or par value.

I, The Secretary of State of the State of Washington,
DO HEREBY CERTIFY that this is a true and correct

copy of Amended Articles of Incorporation
as filed in this office.



Ralph Munro

Ralph Munro, Secretary State

By Linda Mincielly
Dated: June 22, 1982