



CERTIFICATE OF INCORPORATION
OF

G & B WATER USERS ASSOCIATION, INC.

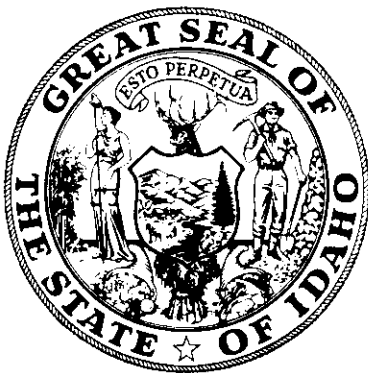
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

G & B WATER USERS ASSOCIATION, 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: **February 13, 1984**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

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OF

G & B WATER USERS ASSOCIATION, INC.

SECRETARY OF
STATE

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation.

FIRST

The name of the corporation is G & B Water Users Association, Inc.

SECOND

The corporation is a perpetual entity.

THIRD

The corporation is formed and organized to engage in to engage in the development of hydro electric sites, the creation and sale of electricity and the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and as the board of directors may from time to time determine.

FOURTH

The aggregate number of shares which the corporation has the authority to issue is 100,000 shares of common stock, all of one class, at par value of \$1 (one dollar) each.

FIFTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. The initial board of directors shall number 5. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

Stockholders of the corporation shall not have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations of the corporation convertible into stock.

The initial bylaws shall be adopted by the board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors. Such power may be exercised by a two-thirds vote of the board of directors at any annual or special meeting of the board of directors called for that purpose.

The articles of incorporation of this corporation may be amended by a majority vote at any annual or special meeting of stockholders, either upon consideration of a resolution for amendment adopted by the board of directors or upon consideration of a resolution adopted by the holders of not less than ten per cent (10%) of all the shares entitled to vote at such meeting.

SIXTH

The location and post office address of the initial registered office of the corporation is Box 361, New Meadows, Idaho 83654, and the name of the initial registered agent of the corporation who may be found at that address is Robert A. Butts.

SEVENTH

The names and post office addresses of the initial directors of the corporation, appointed by the incorporator to serve until the first election of directors, are as follows:


<u>Name</u>	<u>Address</u>
Robert A. Butts	Box 361, New Meadows Idaho 83654
Warren Osborn	Star Route, New Meadows Idaho 83654
G. William Ross	Drawer K, New Meadows Idaho 83654

<u>Directors (cont.)</u>	<u>Addresses</u>
Darrell Campbell	Rural Route, New Meadows Idaho 83654
Jack Hubbard	Pollock, Idaho

EIGHTH

The name and post office address of the incorporator is as follows: Box 361, New Meadows, Idaho 83654.

IN WITNESS WHEREOF, I have hereunto set my hand on February ____, 1984.



Robert A. Butts, Incorporator