

State of Idaho

Department of State

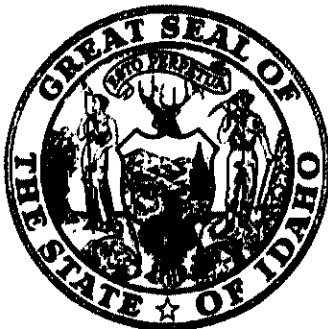
CERTIFICATE OF INCORPORATION OF

MILNER DAM, 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 1, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Angie Hoken

Corporation Clerk

ARTICLES OF INCORPORATION
OF

MILNER DAM, INC.

RECEIVED
SEC. OF STATE

'91 OCT 1 AM 8 20

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 MILNER DAM, INC.

ARTICLE II

PURPOSES AND POWERS

The purposes for which this corporation is formed are:

A. To own, hold, construct, rehabilitate, maintain and operate a certain diversion dam and reservoir on the Snake River in Twin Falls, Jerome, Cassia and Minidoka Counties, Idaho, including interests in certain power contracts, whereby certain waters are to be stored behind said dam and diverted for irrigation purposes during the irrigation season and diverted for the generation of hydro electricity when water is available; also to acquire and hold water rights, Federal Energy Regulatory Commission licenses and permissions, and to acquire other water and land rights as deemed desirable; to

acquire, hold, own, maintain and control said water and water rights for the purposes of generating power; to arrange for and finance the construction of said facilities; to negotiate and enter contracts or other marketing arrangements for repayment of the dam construction costs and any environmental or mitigation costs, including any such reoccurring costs; and generally to do any and all things necessary or proper to the operation and maintenance of said Milner Dam and appurtenant facilities; to facilitate irrigation and hydropower uses.

B. To participate in joint filings and joint ventures for the construction of the dam or 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 220, 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>
Robert Schaer	Rt. 1, Box 223 Buhl, Idaho 83316
Russell Woolley	3 N. 200 E. Jerome, Idaho 83338
John A. Rosholt	P. O. Box 1906 Twin Falls, Idaho 83303

ARTICLE VII

MANAGEMENT

A. The business of the corporation shall be managed by a board of three (3) directors. 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 initial Bylaws shall be adopted by the Board of Directors. The power to amend or repeal the Bylaws of the corporation shall thereafter be by a two-thirds (2/3) vote of the directors.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of September, 1991.

Robert W. Schaer
ROBERT SCHAER

Russell Woolley
RUSSELL WOOLLEY

John A. Rosholt
JOHN A. ROSHOLT

STATE OF IDAHO)
County of Twin Falls) ss.
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I, Doris Y. Finney, a Notary Public, do hereby
certify that on this 16 day of September, 1991,
personally appeared before me ROBERT SCHAER, who, being by me
first duly sworn, declared that he is the Incorporator of
MILNER DAM, INC., that he signed the foregoing document as
Incorporator of the corporation, and that the statements
therein contained are true.

Doris Y. Finney
Notary Public for Idaho
Residing at: Twin Falls
Commission expires: 5/10/97

STATE OF IDAHO)
County of Jerome) ss.

I, William J. Diehl, a Notary Public, do hereby
certify that on this 25 day of September, 1991,
personally appeared before me RUSSELL WOOLLEY, who, being by me
first duly sworn, declared that he is the Incorporator of
MILNER DAM, INC., that he signed the foregoing document as
Incorporator of the corporation, and that the statements
therein contained are true.

William J. Diehl
Notary Public for Idaho
Residing at: Jerome
Commission expires: 6-28-97

STATE OF IDAHO

County of Twin Falls

)
) ss.
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I, Sherry L. Cass, a Notary Public, do hereby
certify that on this 30th day of September, 1991,
personally appeared before me JOHN A. ROSHOLT, who, being by
me first duly sworn, declared that he is the Incorporator of
MILNER DAM, INC., that he signed the foregoing document as
Incorporator of the corporation, and that the statements
therein contained are true.

Sherry L. Cass
Notary Public for Idaho
Residing at: Twin Falls, Id
Commission expires: 3/19/92

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