



**Department of State.**

**CERTIFICATE OF INCORPORATION**

**JAS. H. YOUNG**  
I, ~~XXXXXXXXXXXX~~ Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**SNAKE RIVER POWER ASSOCIATION, INC.**

was filed in the office of the Secretary of State on the **31st** day  
of **October** A. D. One Thousand Nine Hundred **Fifty-six** and  
is duly recorded on Film No. **96** of Record of Domestic Corporations, of the State  
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and  
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and suc-  
cessors are hereby constituted a corporation, by the name hereinbefore stated, for  
**perpetual existence** from the date hereof, with its registered office in this State located at  
**Burley** in the County of **Cassia**  
and as such are subject to the rights, privileges and limitations granted to Non-Profit coopera-  
tive Associations, as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State.

Done at Boise City, the Capital of Idaho, this

**31st** day of **October**  
A.D., 19 **56** .

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
SNAKE RIVER ELECTRIC ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That, we, the undersigned citizens of the United States of America of the age of twenty-one (21) years or more, by these presents voluntarily associate ourselves together for the purpose of forming a non-profit cooperative corporation under the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of the corporation is:  
SNAKE RIVER POWER ASSOCIATION, INC.

ARTICLE II

The object or objects and purpose or purposes for which the Corporation is formed are:

(a) To generate, manufacture, purchase, acquire and accumulate electric energy for its shareholders and members (hereinafter called "members") and preferred customers who need not be members, and to transmit, distribute, furnish, sell and dispose of such electric energy to its members and preferred customers only, and to construct, erect, purchase, lease as lessee, and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease as lessor, exchange and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment and electric transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing the foregoing purposes;

(b) To acquire, own, hold, use, exercise, and, to the extent permitted by law, to sell, mortgage, pledge, hypothecate and in any manner dispose of franchises, rights, privileges, licenses, rights-of-way and easements necessary, useful or appropriate to accomplish any or all of the purposes of the Corporation;

(c) To purchase, receive, lease as lessee, or in any manner acquire, own, hold, maintain, use, convey, sell, lease as lessor, exchange, mortgage, pledge, or otherwise dispose of any and all real and personal property or any interest therein necessary, useful or appropriate to enable the Corporation to accomplish any or all of its purposes;

(d) To borrow money, to make and issue bonds, notes and other evidence of indebtedness, secured or unsecured, for moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the Corporation; to secure the payment of such bonds, notes or other evidences of indebtedness by mortgage or mortgages, or deed or deeds, of trust upon, or by the pledge of or other lien upon, any or all of the property rights, privileges or permits of the Corporation, wheresoever situated, acquired or to be acquired;

(e) To do and perform, either for itself or its members or preferred customers any and all acts and things, and to have and exercise any and all powers, as may be necessary or convenient to accomplish any or all of the foregoing purposes or as may be permitted by the Act under which the Corporation is formed. The Corporation may render service to or for the preferred customers who cannot qualify for membership; the Corporation may enter into contracts with private utilities, governmental agencies, individuals, firms and corporations for any necessary purpose, including but not limited to acquiring or disposing, by trade or otherwise, of "dump" power, and energy of all types and by all lawful means.

### ARTICLE III

The term of existence of the Corporation shall be perpetual.

### ARTICLE IV

The Corporation is formed without any purpose of primary profit to itself, and shall have no capital stock. Membership certificates with no par value, without limit in number, may be issued to members. No certificates shall be issued to preference customers who do not qualify for membership. The rights and interests of all members shall be equal.

The number of directors of the Corporation shall not be less than three (3) or more than nine (9), to be determined by the By-Laws, and the names and post office addresses of the directors who shall manage the affairs and business of the Corporation until the first annual meeting of members or until their successors shall have been elected and shall be qualified according to law and the By-Laws of the Corporation are:

<u>Names</u>	<u>Post Office Addresses</u>
Mr. John L. Brog	Burley, Idaho
Mr. E. W. Roberts	Ashton, Idaho
Mr. M. M. Hintze	Mackay, Idaho
Mr. C. D. McCloud <i>Lead</i>	Wendover, Utah
Mr. Edwin C. Schlender	Malta, Idaho

Directors shall be residents of the District they represent, but shall be elected by all the shareholders.

Hereafter, at each annual meeting of the members, the directors shall be elected by the members of the Corporation to hold office for the terms specified in the By-Laws.

### ARTICLE V

The operations of the Corporation shall be carried on in the State of Idaho and in such other states of the United States as the board of directors may from time to time decide. The principal office and place of business of the Corporation shall be in the City of Burley, in Cassia County, in the State of Idaho, and the Corporation may maintain offices at such other place or places in the State of Idaho and in the United States as the Board of Directors may from time to time decide.

### ARTICLE VI

Section 1. The first set of By-Laws of the Corporation shall be adopted by the Board of Directors, but thereafter the By-Laws of the Corporation may be altered, amended or repealed by the members only at any regular or special meeting, provided that the notice of such meeting shall have contained a copy of the proposed lateration, amendment, or repeal.

Section 2. Each member shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. Cumulative voting shall be permitted. At all meetings of the members at which a quorum is present all questions shall be decided by a vote of a majority of the members voting thereon, except as otherwise provided by law, the certificate of incorporation of the Corporation, or the By-Laws. Each member may vote in person or by proxy, providing however, none will be permitted to vote more than one proxy.

Section 3. The private property of the members of the Corporation shall not be subject to the payment of, and no member shall be individually responsible for, corporate debts to any extent whatever.

#### ARTICLE VII

The Corporation may amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, We have hereunto set our hands and affixed our seals this 12<sup>th</sup> day of October, 1956.

John L. Brog  
E W Roberts  
M M Dintz  
L D Throok  
Edwin C. Schlander

STATE OF IDAHO, )  
County of Cassia. ) ss

On this 12<sup>th</sup> day of October, 1956, before me, the undersigned, a Notary Public in and for said State, personally appeared John L. Brog known to me to be the person whose name is subscribed to the within 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.

[Signature]  
Notary Public-Residing at:

My commission expires: Feb. 16<sup>th</sup> 1960

STATE OF IDAHO,                    )  
County of Fremont.                ) ss.

On this 10<sup>th</sup> day of October, 1956, before me the undersigned, a Notary Public in and for said State, personally appeared E. W. Roberts known to me to be the person whose name is subscribed to the within 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.

My commission expires: March 7, 1959 [Signature]  
Notary Public, Residing at: Ashton, Idaho

STATE OF IDAHO,                    )  
County of Custer.                 ) ss.

On this 15 day of Sept, 1956, before me, the undersigned, a Notary Public in and for said State, personally appeared M. M. Hintze known to me to be the person whose name is subscribed to the within 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.

My commission expires:  
Sept 16, 1957

[Signature]  
Notary Public, Residing at: [Signature]

STATE OF UTAH,                    )  
County of Tooele.                 ) ss.

On this 24<sup>th</sup> day of October, 1956, before me, the undersigned, a Notary Public in and for said State, personally appeared C. D. McClelland known to me to be the person whose name is subscribed to the within 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.

My commission expires:  
March 30, 1960

[Signature]  
Notary Public, Residing at: Wendover, Utah

STATE OF IDAHO,                    )  
County of Cassia.                 ) ss.

On this 26 day of Oct., 1956, before me, the undersigned, a Notary Public in and for said State, personally appeared Edwin C. Schlender known to me to be the person whose name is subscribed to the within 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.

My commission expires: 3-7-59

[Signature]  
Notary Public, Residing at: Malta, Idaho