



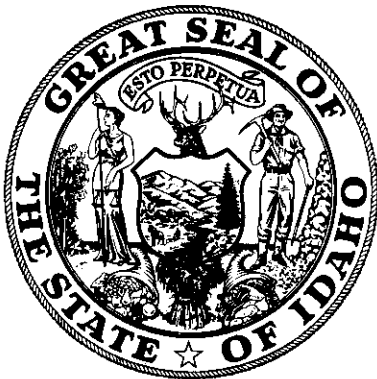
CERTIFICATE OF INCORPORATION  
OF

BALDWIN HYDRO CORPORATION

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: June 18, 1986



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

BALDWIN HYDRO CORPORATION

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SEC. OF STATE  
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In order to organize a corporation for profit under the Idaho Business Corporation Act, the undersigned, who are natural persons of adult age and citizens of the United States of America, hereby adopt the following ARTICLES OF INCORPORATION:

1. The name of the corporation is BALDWIN HYDRO CORPORATION.
2. The period of its duration is perpetual.
3. The purpose of the corporation is to engage in any activities not prohibited by law, including the generation of electrical energy.
4. The corporation is authorized to issue up to Two Thousand (2,000) shares of capital stock, all of one class, of par value One Hundred Dollars (\$100.00).
5. The internal affairs of the corporation shall be governed by Bylaws adopted by majority vote of the Board of Directors.
6. Transfer of shares shall be restricted by a requirement that before any shares can be transferred they must first be offered for sale to the corporation and other shareholders, as more fully set forth in the Bylaws.
7. The address of the initial registered office of the corporation is P.O. Box 8174, 113 South Main Street, Moscow, Idaho 83843. The name of its initial registered agent at that address is Jack R. Porter.
8. 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. The initial Board of Directors shall consist of two directors, whose names and addresses are set forth below and who shall serve until their successors are elected at a duly constituted meeting of shareholders:

Daniel A. Baldwin  
Box 211  
Elk City, Idaho 83252

Calvin C. Warnick  
3197 Lundquist Lane  
Moscow, Idaho 83843

9. There are two incorporators, whose names and addresses are as follows:

Daniel A. Baldwin  
Box 211  
Elk City, Idaho 83252

Calvin C. Warnick  
3197 Lundquist Lane  
Moscow, Idaho 83843

Dated June 14, 1986.

Daniel A. Baldwin

Daniel A. Baldwin

Calvin C. Warnick

Calvin C. Warnick

STATE OF IDAHO     )  
                              ) ss.  
COUNTY OF LATAH )

On this 4th day of June, 1986, Daniel A. Baldwin and Calvin C. Warnick, known to me to be the persons whose names are subscribed to the foregoing instrument, personally appeared before me and acknowledged that they executed the same.

  
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Notary Public