

Department of State.

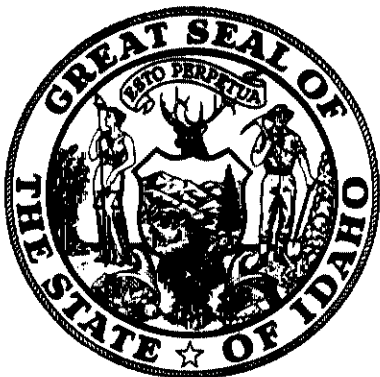
**CERTIFICATE OF INCORPORATION
OF**

PAYETTE POWER COMPANY

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: **April 8, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

APR 8 1 37 PM '91
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

PAYETTE POWER COMPANY

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the Corporation is PAYETTE POWER COMPANY.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES AND POWERS

Section 1. The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in Idaho Code §§ 30-1-4 to 30-1-6, as amended and supplemented.

ARTICLE IV. AUTHORIZED SHARES

Section 1. Number. The aggregate number of shares of common stock which the Corporation shall have authority to issue is 1,000 shares of one class only. The par value of each share is \$300.00.

Section 2. Dividends. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 3. Stock Nonassessable. The private property of the shareholders of the Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the Corporation.

Section 4. Voting Power. The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

ARTICLE V. - PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive rights of subscription or purchase of shares of capital stock of the Corporation or to acquire obligations of the Corporation convertible into shares of capital stock of the Corporation.

ARTICLE VI. STOCK REDEMPTION FROM CAPITAL SURPLUS

When and as determined by the Board of Directors, the Corporation shall have the right to purchase and redeem its own shares to the extent of unreserved and unrestricted capital surplus available therefor.

ARTICLE VII. STOCK RIGHTS AND OPTIONS

Stock rights and options to purchase shares of the Corporation may be created when and as determined by the Board of Directors.

ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

Shares of stock may only be transferred upon the unanimous consent of the Board of Directors except transfers to Corporations or trusts owned or controlled by the transferor shall be permitted provided thirty (30) days prior written notice is given to the other shareholders of the proposed transfer.

ARTICLE IX. REGISTERED OFFICE

The address of the initial registered office of the Corporation is 2315 Claremont, Boise, Idaho 83702, and the name of its initial registered agent is Gary D. Babbitt.

ARTICLE X. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is two (2) and the name and address of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
Gary D. Babbitt	2315 Claremont Drive Boise, Idaho 83702
Lynn E. Stevenson	P.O. Box 357 Fairfield, Idaho 83327

ARTICLE XI. INCORPORATOR

NAME	ADDRESS
Gary D. Babbitt	2315 Claremont Drive Boise, Idaho 83702
Lynn E. Stevenson	P.O. Box 357 Fairfield, Idaho 83327

DATED this **22** day of March, 1991.


Gary D. Babbitt, Incorporator


Lynn E. Stevenson, Incorporator