



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

MALACHA POWER PROJECT, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of MALACHA POWER PROJECT, INC.

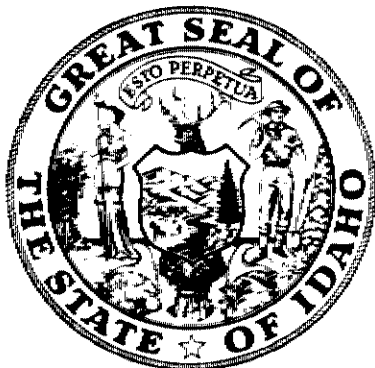
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Authority to MALACHA POWER PROJECT, INC.

to transact business in this State under the name MALACHA POWER PROJECT, INC.

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated **October 22, 1987**



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra M. Maurer

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following information:

OCT 22 2 26 PM '84
SECRETARY OF STATE

1. The name of the corporation is MALACHA POWER PROJECT, INC.

2. The name which it shall use in Idaho is MALACHA POWER PROJECT, INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of California

4. The date of its incorporation is May 22, 1984 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is P.O. Box 250, Fall River Mills, CA 96028

6. The address to which correspondence should be addressed, if different from that in item 5. 1555 Shoreline Drive #100, Boise ID 83702

7. The street address of its proposed registered office in Idaho is 1555 Shoreline Drive #100, Boise, ID 83702, and the name of its proposed registered agent in Idaho at that address is E. Robert Mooney

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To build and operate hydroelectric project

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Robert N. Rebholtz	Director & Vice-President	1555 Shoreline Dr. #100 Boise
Richard Hormaechea	Director & Vice-President	1555 Shoreline Dr. #100 Boise
W. B. Rawlings	Director & Secretary/Treas.	1555 Shoreline Dr. #100 Boise
Thomas Vestal	Vice-President	P.O. Box 250, Fall River Mills CA
E. Robert Mooney	President	1555 Shoreline Dr. #100 Boise

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
300	Common	\$1.00 par value

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
300	Common	\$1.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: October 22, 1987

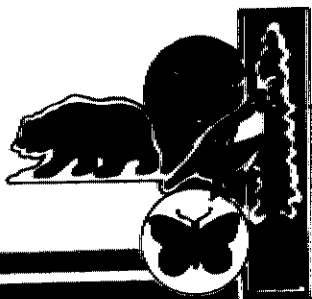
By E Robert Mooney
Its President/Vice-President (please specify)
and W B [Signature]
Its Secretary/Assistant Secretary (please specify)

STATE OF IDAHO)
) ss
COUNTY OF Ada)

I, Debbie Webster, a notary public, do hereby certify that on
this 22nd day of October, 19 87, personally appeared before me
E Robert Mooney, who being by me first duly sworn, declared that he is the
President of MALACHA POWER PROJECT, INC.

that he signed the foregoing document as President of the corporation and
that the statements therein contained are true.

Debbie Webster 12/1/88 Exp.
Notary Public



State of California

OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

OCT 22 2 26 PM '87
SECRETARY OF STATE

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 22nd day of May, 19 84,

MALACHA POWER PROJECT, INC.

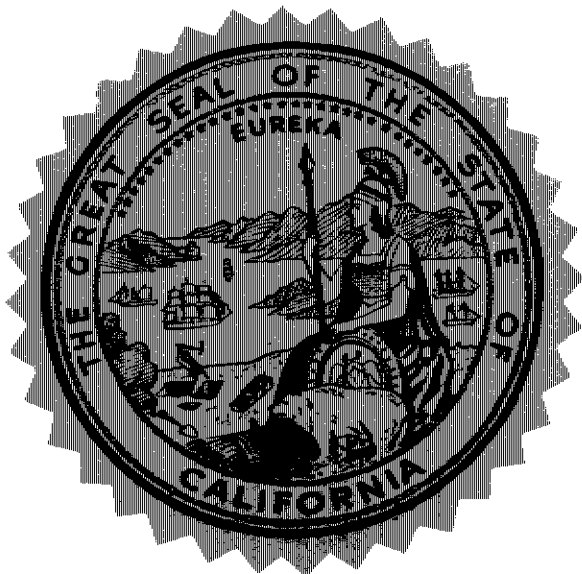
became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
20th day of October, 1987

March Fong Eu

Secretary of State