

Aug 23 8 38 AM '84
IDAHO STATE

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SELKIRK HYDRO

ARTICLE I.

The name of the Limited Partnership is SELKIRK HYDRO, a Limited Partnership.

ARTICLE II.

The general character of the business is to develop and sell hydro-electric power.

ARTICLE III.

The name and address of the registered agent for the service of process is Steven L. Herndon, 227 South First Avenue, P.O. Box 216, Sandpoint, Idaho 83864.

ARTICLE IV.

The name and business address of each partner is:

General Partners:

William Kindt
8555 S. Sagle Road
Sandpoint, ID 83864

Larry Neu
8630 Sunnyside Road
Sandpoint, ID 83864

Limited Partners:

Joseph E. Lapham
2910 W. Oden Bay Road
Sandpoint, ID 83864

CSSC, INC., an Idaho Corporation
723 Pine Street
Sandpoint, Idaho 83864

ARTICLE V.

Each partner, General and Limited, has made an initial capital contribution of \$25,000.00.

ARTICLE VI.

No provision has been made for additional contributions.

ARTICLE VII.

The partnership interest of any Limited Partner, or any portion thereof, may not be transferred or assigned without the prior consent of the General Partners. However, a Limited Partner has the first right of refusal to purchase the Limited Partner's interest, followed by any one of the General Partners who may wish to purchase the interest.

ARTICLE VIII.

It has been agreed that the Partnership shall dissolve upon the withdrawal or any active insolvency on the part of the General Partners. The Partnership shall thereafter conduct only activities necessary to wind up it's affairs and liquidate. The Partners shall continue to share revenue during the period of liquidation in the same proportions as before dissolution. The proceeds from liquidation of the Partnership assets shall be applied as follows:

a. Payment to creditors of the Partnership, other than partners, in the order of priority provided by law;

b. Pro-rata distribution of each Partner's capital account which shall reflect all capital contributions, all items of Partnership income and gain allocated to such Partner, all distributions made to such partner, and all items of Partnership cost, expense, loss and deduction

allocated to such Partner. Within 90 days after the withdrawal, death, incapacitation or any active insolvency on the part of the General Partners, the Limited Partners or a majority of the Limited Partners may elect in writing to continue the business of the Partnership in a reconstituted partnership consisting of the remaining partners. If such an election to continue the business is made then a successor General Partner shall be elected by a majority of the Limited Partners, the reconstituted Partnership shall continue until the end of the term for which the original Partnership was formed, and all necessary steps shall be taken to amend the Certificate of Limited Partnership and the Certificate of Assumed Business Name.

ARTICLE IX.

The net profits and losses, if any, of the Partnership shall be allocated and distributed pro-rata based upon each Partners' contribution to capital. Profits and losses shall be distributed on a quarterly basis to the Partners.

ARTICLE X.

Quarterly distribution of profits and losses are subject to a determination by the General Partners that such distribution would jeopardize or limit the business of the Partnership.

DATED this 14th day of August, 1984.

GENERAL PARTNERS:

William L. Kindt
WILLIAM KINDT

Larry Neu
LARRY NEU

LIMITED PARTNERS:

Joseph G. Lapham
JOSEPH G. LAPHAM

Charles W. Greene, Sec. Treas.
CSSC, INC.

STATE OF IDAHO)
) ss
County of Bonner)

On this 14th day of August, 1984, before me, a Notary Public in and for said State, personally appeared WILLIAM KINDT, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year last above written.

Barbara Brown
NOTARY PUBLIC-State of Idaho
Residing at: San Francisco

STATE OF IDAHO)
) ss.
County of Bonner)

On this 14th day of August 1984, before me, a Notary Public in and for said State, personally appeared LARRY NEU, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year last above written.

Barbara L. Lown
NOTARY PUBLIC-State of Idaho
Residing at: Sandpoint

STATE OF IDAHO)
) ss.
County of Bonner)

On this 15th day of August, 1984, before me, a Notary Public in and for said State, personally appeared JOSEPH G. LAPHAM, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year last above written.

Barbara L. Lown
NOTARY PUBLIC-State of Idaho
Residing at: Sandpoint

STATE OF)
) ss.
County of)

On this 19th day of August, 1984, before me, a Notary Public in and for said State, personally appeared CHARLES W. GREENE, known to me to be the President of CSSC, INC., the corporation that executed the foregoing instrument and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year last above written.

Jay M. Kibbs
NOTARY PUBLIC-State of Idaho
Residing at: Sandpoint