

CERTIFICATE OF AUTHORITY **OF**

| | CERTIFICATE OF AUTHORITY OF | | | | |
|--------|---|--|--|--|--|
| | PC/UP&L MERGING CORP. | | | | |
| | | | | | |
| | I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that PC/UP&L MMERGING CORP. duplicate originals of an Application of | | | | |
| | 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 PC/UP&L MERGING CORP. Authority to | | | | |
| | PC/UP&L MERGING CORP. | | | | |
| | to transact business in this State under the name | | | | |
| | and attach hereto a duplicate original of the Application | | | | |
| | for such Certificate. | | | | |
| | | | | | |
| | Dated September 24, 1987 | | | | |
| | NT SEA | | | | |
| | Sit of Cenarina | | | | |
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| | SECRETARY OF STATE | | | | |
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| | Doga Tauhers | | | | |
| | Corporation Clerk | | | | |
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| AU 779 | | | | | |
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APPLICATION FOR CERTIFICATE OF AUTHORITY



(Profit Corporation)

| | ion is 9 ECYUP&L Mergin | g Corp. | | | | |
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| The name of the corporati | | | | | | |
| The name which it shall use in Idaho is | | | | | | |
| (To be used only when re Board of Directors resolu | equired to avoid a conflict with a ation adopting assumed name in Ic | name already on file. Must be accompanied by a daho.) | | | | |
| It is incorporated under th | is incorporated under the laws of <u>Oregon</u> . | | | | | |
| 4. The date of its incorporation is August 11, 1987 and the period of its du | | | | | | |
| is perpetual | | | | | | |
| The address of its principal office in the state or country under the laws of which it is incorporated is | | | | | | |
| ·- | | | | | | |
| 1600 Pacific First Federal Center, 851 SW 6th Avenue, Portland, OR 97204 The address to which correspondence should be addressed, if different from that in item 5. | | | | | | |
| | | | | | | |
| . The street address of its proposed registered office in Idaho is 300 N 6th St., Boise, ID 83701 | | | | | | |
| registered agent in Idaho | t that address is _C T Corporation System | | | | | |
| The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: | | | | | | |
| to provide electric utility services. | | | | | | |
| - | ic utility services. | | | | | |
| - | ic utility services. | | | | | |
| to provide electr | | ficers are: See Attachment Exhibit A. | | | | |
| to provide electr | | | | | | |
| to provide electrical to the names and respective | e addresses of its directors and of | ficers are: See Attachment Exhibit A. | | | | |
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| | Office | |
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| The corporation accepts and sha Idaho. | all comply with the provisi | ions of the Constitution and the laws of the State |
| | | orate Status or Existence, duly authenticated by the aws of which it is incorporated. |
| | or country under the a | aws of which it is incorporated. |
| Dated: Sept. 22 1987 | | |
| | PC/UP&L MER | OCINC CODE |
| | r c / Cr er a rank | GING CORF. |
| | PC/CTGL HER | (Corporation Name) |
| | B. Ibk | (Corporation Name) |
| | B. Ibk | (Corporation Name) |
| | By Robert F. It | |
| | By Robert F. Its | (Corporation Name) Service President (please specify) C. Notziger |
| TATE OF OREGON | By Robert F. Its | (Corporation Name) |
| | Robert F. Is and Sally Nofzi | (Corporation Name) Service President (please specify) C. Notziger |
| COUNTY OF MULTNOMAH | By Robert F. Its and Sally Nofzi Sally Nofzi) ss: | (Corporation Name) S. PORSONE Viole President (please specify) C. Notziger S. Secretary/ Assistant Stock (please specify) piger |
| COUNTY OF MULTNOMAH | By Robert F. Its and Sally Nofzi Sally Nofzi) ss: | (Corporation Name) S. PORSONE Viole President (please specify) C. Notziger S. Secretary/ Assistant Stock (please specify) piger |
| OUNTY OF MULTNOMAH I, Gener Jean Morton | By Robert F. Its and Sally Nofzi Sally Nofzi) ss: | (Corporation Name) S. D. Corporation Name) S. D. Corporation Name S. D. Corporation Name (please specify) S. Secretary/ Accordance (please specify) And the corporation Name The corporation Na |
| I. Gener Jean Month | By Robert F. Its and Sally Nofzi Sally Nofzi) ss:) September | (Corporation Name) S. P. C. Vice President (please specify) S. Secretary / Assistant Sacratary (please specify) J. J |
| I, Glain Jean Marton Is glain Jean Marton this day of the Robert Is Long | Robert F. Is Robert F. Is and Sally Nofzi) ss:) September , w | (Corporation Name) S. DORGANNA Vice President (please specify) S. Secretary / Assistant Scotting (please specify) Ager , a notary public, do hereby certify that of the control of the |
| I, Glain Jean Marton Is glain Jean Marton this day of the Robert Is Long | Robert F. Is Robert F. Is and Sally Nofzi) ss:) September , w | (Corporation Name) S. P. C. Vice President (please specify) S. Secretary / Assistant Sacratary (please specify) J. J |
| I. Gener Jean Multinoman I. Gener Jean Morton his 22 day of the Robert Is Lang | Robert F. Is Robert F. Is and Sally Nofzi) ss:) September , w | (Corporation Name) S. DORGANNA Vice President (please specify) S. Secretary / Assistant Scotting (please specify) Ager , a notary public, do hereby certify that of the control of the |
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| I. Gener Jean Multinoman I. Gener Jean Markon his day of the Kobert In Lang sthe Vice President that (a) he signed the foregoing documents | By Robert F. Its and Sally Nofzi Sally Nofzi) ss:) of September of PC/UP&L Me ment as Vice Preside | (Corporation Name) S. DORGANNA Vice President (please specify) S. Secretary / Assistant Scotting (please specify) Ager , a notary public, do hereby certify that of the control of the |
| I. Gener Jean Multinoman I. Gener Jean Markon his day of the Kobert In Lang sthe Vice President that (a) he signed the foregoing documents | By Robert F. Its and Sally Nofzi Sally Nofzi) ss:) of September of PC/UP&L Me ment as Vice Preside | (Corporation Name) S. PORSONNE Vice President (please specify) S. Secretary / Assistant Scotting (please specify) , a notary public, do hereby certify that of the corporation of the president |
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| I. Show Jee Multnoman I. Show Jee Motor his day of the Vice President hat (a) he signed the foregoing docum | By Robert F. Its and Sally Nofzi Sally Nofzi Sally Nofzi Sally Nofzi Sally Nofzi Medical Sally Nofzi | (Corporation Name) S. PORSONNE Vice President (please specify) S. Secretary / Assistant Scotting (please specify) , a notary public, do hereby certify that of the corporation of the president |

EXHIBIT A

PC/UP&L MERGING CORP.

Officers

| Don C. Frisbee | Chairman of the Board | 1600 Pacific First Federal Center 851 SW 6th Avenue Portland, OR 97204 |
|-------------------|---|--|
| A. M. Gleason | President | 1600 Pacific First Federal Center 851 SW 6th Avenue Portland, OR 97204 |
| Gayle L. Veber | Vice President & Chief Financial Officer | 1600 Pacific First Federal Center 851 SW 6th Avenue Portland, OR 97204 |
| Robert F. Lanz | Vice President & Treasurer | 1600 Pacific First Federal Center 851 SW 6th Avenue Portland, OR 97204 |
| Sally A. Nofziger | Secretary | 1600 Pacific First Federal Center 851 SW 6th Avenue Portland, OR 97204 |

Director

Don C. Frisbee 1600 Pacific First Federal Center

851 SW 6th Avenue Portland, OR 97204



Office of the Secretary of State Corporation Division

I, **Robert Cintott**, Director of the Corporation Division, DO HEREBY CERTIFY:

PC/UP&L MERGING CORP. was incorporated under the Oregon Business Corporation Act on August 11, 1987, and is an existing corporation as of the date of this certificate.

Robert Cintott

Director

By Swila Sucker
Date September 17, 1987