

State of Idaho

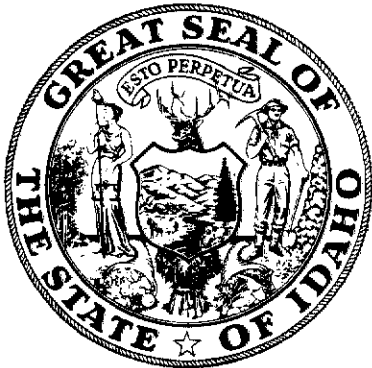
Department of State

CERTIFICATE OF AUTHORITY OF PC/UP&L MERGING CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
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
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



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Matthews
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 statement:

1. The name of the corporation is 27 SEP 24 9 25 PG UP&L Merging Corp.

2. The name which it shall use in Idaho is _____

(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 Oregon

4. The date of its incorporation is August 11, 1987 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 1600 Pacific First Federal Center, 851 SW 6th Avenue, Portland, OR 97204

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 N 6th St., Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: to provide electric utility services.

9. The names and respective addresses of its directors and officers are: See Attachment Exhibit A.

| Name | Office | Address |
|-------|--------|---------|
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

(continued on reverse)

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 Tintott**, *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 Tintott

Director

By... *Guila Yucka*.....
Date... *September 17, 1987*.....