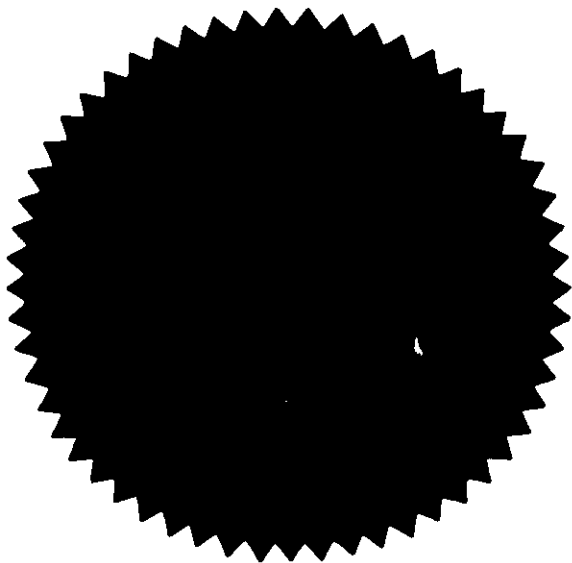


STATE OF MAINE

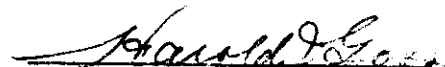
DEPARTMENT OF STATE

I, Harold I. Goss, Secretary of State of the State of Maine, certify that, according to the provisions of the Constitution and Laws of the State of Maine, the Department of State is the legal custodian of the Great Seal of the State of Maine, and of the records of organization of corporations and of all amendments thereto and dissolutions thereof.

I FURTHER CERTIFY that IDAHO POWER COMPANY is a corporation formed and existing under the laws of the State of Maine; that the attached certificate is a true copy of certificate of amendment filed in this office this day and of the record of the filing thereof; that the Secretary of State's Office is the office having the legal custody of the official record of the filing of the original, and that the Secretary of State is the proper officer to execute this certification; that said Corporation has not been dissolved and is in good standing as a subsisting corporation.



IN TESTIMONY WHEREOF, I
have caused the Great Seal of the
State to be hereunto affixed. GIVEN
under my hand at Augusta, this third
day of May, in the year of our Lord
one thousand nine hundred and fifty,
and in the one hundred and seventy-
fourth year of the Independence of
the United States of America.


Secretary of State.

Augusta, Maine, May 3, 1950

To The Honorable Secretary of State of the State of Maine:

I, Ernest L. McLean, Clerk of IDAHO POWER COMPANY, hereby certify that at the annual meeting of the stockholders of said Company, regularly called and held at its principal office in this city on the 3rd day of May, 1950, notice of said meeting and of the following proposed action having been duly given, the following resolution was adopted by a vote of the stockholders of record and upon the affirmative vote of the holders of shares of capital stock entitling them to exercise a majority of the voting power on such proposal and a majority of the issued and outstanding capital stock of said Company:

"RESOLVED that the certificate of organization of this corporation be and it hereby is amended to provide, in lieu of the provisions now contained therein as to the amount of the company's capital stock and the number and par value of shares into which the same is divided, the following:

"The number of shares of capital stock that may be issued by this company is 2,000,000 shares; the kinds of stock into which such shares are divided are preferred stock and common stock; 200,000 shares of said capital stock are preferred stock with a par or face value of \$100 per share; 1,800,000 shares of said capital stock are common stock with a par or face value of \$20 per share; and the classes, designations, preferences, and voting powers, or restrictions or qualifications thereof, are and shall be as fixed and determined in the by-laws."

ATTEST:

Ernest L. McLean
Clerk.

STATE OF MAINE
Office of Secretary of State
Augusta, May 3, 1950.
Received and filed this day.
ATTEST:

Harold I. Goss
SECRETARY OF STATE
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