



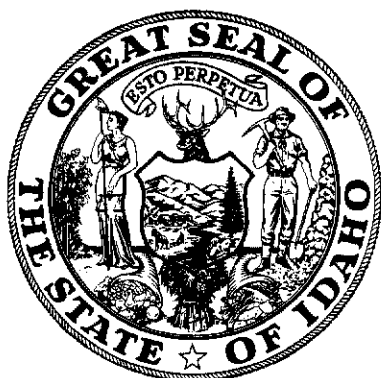
CERTIFICATE OF INCORPORATION
OF

ATLANTA POWER COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 4, 1985



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

1. The name of the corporation is ATLANTA POWER COMPANY, INC.

2. The period of its duration is perpetual.

3. Its purpose is to transact all business not forbidden by law.

4. It shall have authority to issue 100 shares, all of one class, without par value.

5. The address of its initial registered office is 116 Fourth Avenue West, Gooding, Idaho 83330. The name of its initial registered agent at such address is John C. Arkoosh, Attorney at Law.

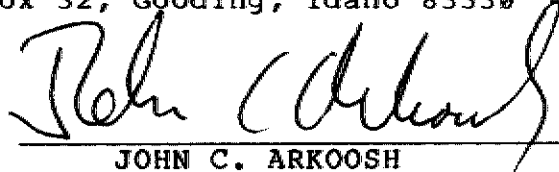
6. No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors of or officers of, such other corporation and director individually, or any firm of which a director may be a member, may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm as is so interested shall be disclosed or shall have been known to the Board of Directors; and any director of the corporation who is also a director of or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

7. The number of directors constituting its initial Board of Directors is three, whose names and addresses are:

Israel Ray, Caldwell, Idaho 83606
Lynn E. Stevenson, Fairfield, Idaho 83327
C. Lee Barron, Corral, Idaho 83327

8. The name and address of each incorporator is:


John C. Arkoosh, P. O. Box 32, Gooding, Idaho 83330


JOHN C. ARKOOSH

DATED: 30 May 85

STATE OF IDAHO)
 ss.
County of Gooding)

I, Lorita Weaver, a Notary Public, do hereby certify that on this 30th day of May, 1985, personally appeared before me John C. Arkoosh, who, being by me first duly sworn, declared that he is the incorporator of Atlanta Power Company, Inc., that he signed the foregoing document as incorporator of the corporation, and that the statements contained therein are true.


Notary Public for Idaho
Residing at: Gooding
My Commission Expires: 1/5/87