



CERTIFICATE OF INCORPORATION  
OF

IDA ENERGY, INC.

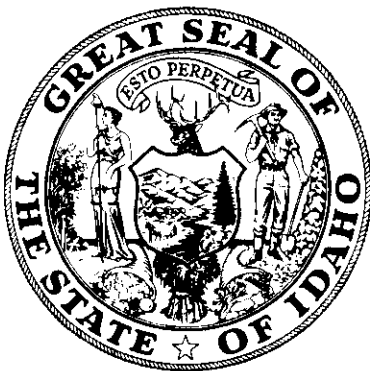
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

IDA ENERGY, INC.

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 September 21, 19 79.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
IDA ENERGY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of America of legal age, have this day voluntarily associated ourselves together for the purpose of forming a general business corporation under the laws of the State of Idaho, and

WE HEREBY CERTIFY:

FIRST

That the name of this Corporation is:

"IDA ENERGY, INC."

SECOND

That the nature of the business and the object and purpose to be transacted, promoted and carried on or to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz.

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

THIRD

That the existence of this corporation is to be perpetual after the time of its incorporation unless sooner dissolved or disincorporated pursuant to law.

FOURTH

That the address of the initial registered office of the corporation is 49 Professional Plaza, Rexburg, Madison County, Idaho and the name of its initial registered agent at such address is Ronald K. Fielding.

#### FIFTH

(a) That the amount of the capital stock of this corporation shall be \$5,000.00, divided into 5,000 shares of common stock of the par value of \$1.00 per share; all of said stock to be held, sold and paid for at such time and in such manner as provided for in these articles, and in the By-Laws of this corporation, and as the Board of Directors may from time to time determine. All capital stock, when fully paid, shall be non-assessable.

(b) The corporation shall have the power to adopt by appropriate By-Laws, a provision or provisions restricting the sale or transfer of shares of stock, provided that the same shall be in accordance with applicable laws.

(c) The corporation shall have the power to adopt by appropriate By-Laws, a provision or provisions providing for arbitration to decide matters wherein there is a tie vote of the shareholders, provided that said provisions shall be in compliance with applicable law.

#### SIXTH

The name and address of each incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
David LeRoy Beddes	Rt. #1, St. Anthony Idaho
David Clyde Beddes	Rt. #1 St. Anthony, Idaho
George Stone	285 Shoshone Rexburg, Idaho
Ronald K. Fielding	545 Maple Drive Rexburg, Idaho

#### SEVENTH

That the Board of Directors, subject to the laws of the State of Idaho, shall have the power to repeal and amend the By-Laws and adopt new By-Laws for this corporation. This power may be revoked by a two-thirds majority of

the allotted shares of this corporation at any regular meeting of the shareholders or at any meeting specially called for that purpose. By-Laws by the directors under power so conferred may be altered or repealed either by a two-thirds vote of the Board of Directors, or by vote of two-thirds of the allotted shares. The Board of Directors shall not make or alter any By-Laws fixing their qualification, classification, terms of office or compensation. Whenever any amendment or any By-Law is adopted, it shall be recorded in the book of By-Laws immediately after them and shall not take effect until so recorded.

#### EIGHTH

That the management of this corporation shall be vested in a Board of not less than three nor more than nine directors, as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the shareholders to be held at the general office of this corporation in said Rexburg, Madison County, Idaho, on a day at the time to be specified in the By-Laws; and until the first election of directors to be held within three months of the filing of these articles, the directors of this corporation shall be David LeRoy Beddes of Wilford, Idaho; David Clyde Beddes, of St. Anthony, Idaho; George Stone, of 285 Shoshone, Rexburg, Idaho and Ronald K. Fielding of 545 Maple Dr., Rexburg, Idaho.

#### NINTH

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director indi-

vidually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall be known to the Board of Directors owning a majority thereof. Any director of this corporation who is also a director 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 this corporation that shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation and not so interested.

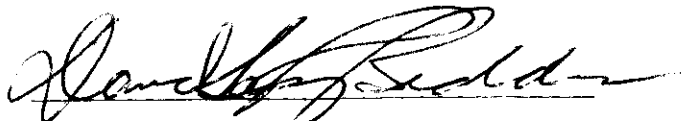
#### TENTH

The corporation shall have the power to adopt, by appropriate By-Laws, such a program or programs of deferred-compensation for directors, officers, and employees of said corporation, as shall be in compliance with law; such programs may include but are not limited to profit-sharing plans, pension plans, death benefit payments, life insurance, medical payments, and wage continuation plans.

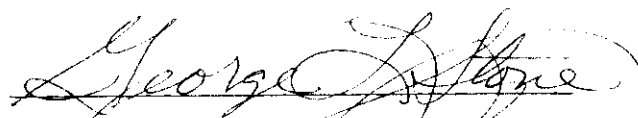
#### ELEVENTH

The directors may be given the power by appropriate By-Laws, to sell, assign, transfer, mortgage, or otherwise dispose of and convey any corporate property, real or personal, without being required to call a stockholders' meeting to approve the same, provided that such transfer or conveyance is not such as is in violation of any provision of law or which must be by vote of the shareholders by any provision of law.

IN WITNESS WHEREOF we have hereunto set our hands  
this 1st. day of August, 1979.

  
David LeRoy Beddes

  
David Clyde Beddes

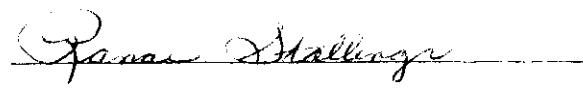
  
George Stone

  
Ronald K. Fielding

STATE OF IDAHO,                    )  
  ss.  
County of Madison.                )

On this 1st day of August, 1979, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared David LeRoy Beddes, David Clyde Beddes, George Stone and Ronald K. Fielding, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing at: Bozeman, Idaho  
My Commission Expires: 12-10-81