

ARTICLES OF INCORPORATION
OF THE
BOISE POWER, LIGHT AND TRACTION COMPANY, LIMITED.

KNOW ALL MEN BY THESE PRESENTS:

THAT, WE, THE UNDERSIGNED, have this day voluntarily associated ourselves together, for the purpose of forming a corporation, under and by virtue of the General Incorporation Laws of the State of Idaho, and DO THEREFORE MAKE, SIGN, AND ACKNOWLEDGE these articles in writing, which, when filed with the proper authorities, shall constitute the ARTICLES OF INCORPORATION of the BOISE POWER, LIGHT AND TRACTION COMPANY, LIMITED, and pursuant to said purpose, DO HEREBY DECLARE, as follows, to-wit:

FIRST

That the name of this corporation is, and shall be when so formed and incorporated, the BOISE POWER, LIGHT AND TRACTION COMPANY, LIMITED.

SECOND

That the purposes for which said corporation is formed are as follows, to-wit:

1. To engage in and carry on the business of building, constructing, erecting, repairing and maintaining dams and all reservoirs, canals, races, tunnels, gates, fixtures or appurtenances of whatsoever kind necessary or convenient in connection therewith, and to create, own, buy, operate, lease and sell water power for driving or propulsion of machines and machinery or for any other lawful purpose and to create, distribute, use, sell or lease electrical current for light, heat, power, mining or any other purpose for which the same can now, or hereafter

be made useful.

2. To carry on the business of constructing, purchasing, acquiring, equipping, owning, maintaining and operating electric plants and gas works for generating light, heat and power, railroads, street railroads, and interurban railroads to be operated by electricity or other motive power, water works and heating plants, and of selling, leasing or otherwise disposing of any of the same.

3. To erect, construct and maintain, pole lines, transmission and power lines, with all necessary wires, guys, arms, insulators and appliances necessary or convenient in connection therewith and other structures and improvements necessary of whatsoever kind or character.

4. To erect, maintain, use, sell or lease pumping stations, reservoirs, canals and ditches for the purpose of irrigation or for mining or for any other lawful purpose.

5. To contract for manufacturing, generating, accumulating, storing, conducting, selling, furnishing or supplying power or electricity, gas and water for municipal, domestic, agricultural, manufacturing, mining and other purposes and contracting with water companies, electric companies, and other private corporations, with individuals and with towns, cities, boroughs, counties and other municipal corporations for the manufacturing, generating, accumulating, storage, conducting, selling, furnishing and supplying of power, electricity, gas or water for municipal, domestic, agricultural, railway, manufacturing, mining and other purposes.

6. To own, build, maintain, operate and sell electrical plants, buildings, machinery, pole lines and other appliances or devices, necessary, proper or convenient, to be used for the purpose of generating, creating, selling and distributing electricity for any purpose and to own, operate, buy, sell and build gas plants and buildings therefore to be used for the purpose of

manufacturing, generating and distributing gas for any purpose whatever and to buy, own, build, maintain and operate all necessary, proper and convenient structures, machinery, pipe lines, laterals, connections or devices for such purposes; and for the manufacturing and selling of electrical or other light and the production and sale of heat, light and power by electricity, gas or by any other means; the constructing, maintaining, owning and selling of lines for the transmission of electricity for the purpose of furnishing electric current for light, heat or power of any kind or for any purpose.

7. To own, buy, maintain, operate and sell water works, plants, buildings, machinery, mains, laterals and other appliances or devices to be used in connection therewith for furnishing, supplying and distributing water for municipal, domestic, agricultural, manufacturing, and mining purposes and to own, buy, build, maintain, operate and sell, or aid in the construction of railroads, street railroads, interurban railroads, telephone or telegraph lines.

8. To obtain by purchase, or otherwise, and own, and enjoy, sell or dispose of franchises, subject to legislative or governmental control when and where necessary, privileges, licenses, easements, rights, and rights-of-way for any and all purposes herein enumerated or referred to; to apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, own and operate and introduce and to sell, assign, or otherwise dispose of any trade-marks, trade-names, patents, patent-rights, inventions, improvements and processes and designs used in connection with or received under letters patent from the United States of America or elsewhere or otherwise or of any interest therein, and to use, exercise, develop, grant and license in respect thereof or otherwise to turn to account any such trademark, trade-names, patents, patent-rights, inventions, licenses, processes, designs and the like.

9. To purchase, lease and otherwise acquire, use, operate, sell, let, license and otherwise dispose of any works, plants, machinery, tools, apparatus and inventions, patents, devices and processes for such purposes as any part thereof; together with all other property, rights or privileges in connection with any of the purposes herein referred to; and to engage in all business and undertakings in any way growing out of, or concerning or relating to any of the objects or purposes herein referred to, and to guarantee, agree to pay, or endorse the principal, debt, interest or other obligation of any corporation or corporations in which this company may be in any wise interested, or in connection with the acquisition, construction or otherwise of any such works, properties or business, and to purchase or otherwise acquire and sell, pledge or otherwise dispose of the stock or stocks of any company or companies owning, holding, manufacturing or producing materials or other property necessary for any such business or of any company or companies in which it has become interested or associated and to invest in the bonds, stocks, debentures or securities of other corporations, and to issue to or receive from others as consideration, the stocks, bonds, securities or obligations of this company, or to vendors, lessors or other parties as the case may be, and to issue bonds, debentures or obligations of this company, from time to time, for any of the objects or purposes of the company and to secure the same by mortgage or mortgages, or by deed or deeds of trust, on any or all of the property, franchises and income of the company wheresoever situated, acquired or to be acquired, and to sell or otherwise dispose of the same in such manner and upon such terms as the Board of Directors may deem judicious; and to engage in any and all of the businesses and purposes aforesaid; and to transact all acts, business and things incident to or in any wise connected with, or necessary or convenient to carry out any of the purposes or objects above generally expressed.

10. To buy, sell, exchange and deal in real estate, and
by purchase or otherwise to obtain, own and enjoy the title to,

possession, control, use or benefit of, any real property, chattals real, or rights, shares or interest in or in respect thereto, and to own, hold, manage, improve, operate, use, in any lawful manner, and to sell, dispose of, deal in, barter, trade in or with, or mortgage; incumber, assign, transfer, let or lease or sub-lease or grant any rights, shares or interest in or in respect to or in connection with the same and to buy, sell, exchange and deal in all kinds of personal property and improve and use the same.

11. To acquire, by purchase, subscription or otherwise and to hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of any bonds or other securities or evidences of indebtedness or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of the State of Idaho or of any other State, Territory or Country, and while the owner of any such to exercise all the rights, powers, and privileges of ownership thereto and to exercise any and all voting powers thereon.

12. To borrow or raise money, by the issue of or upon, warrants, bonds, debentures and other negotiable or transferrable instruments or otherwise.

13. To purchase, hold and re-issue the shares of its capital stock, but the capital stock of this company shall not be decreased or increased except as provided by the laws of the State of Idaho.

14. The business or purpose of the company is, from time to time, to do any one or more of the acts and things herein set forth, and it may conduct its business in other states and in the territories, and may have one office or more than one office, and keep the books of the company outside of the State of Idaho, except as otherwise may be provided by law, and may hold, purchase, mortgage and convey real and personal property so far as the same may be incidental to these purposes, either in or out of the State of Idaho, without in any particular limiting

any of the objects and purposes and powers of the corporation. It is hereby expressly declared and provided that the corporation shall have power to issue stock, bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about the business, to mortgage or pledge ~~any~~ stocks, bonds or other obligations, or any property which may be acquired by it, or to secure any bonds or other obligations by it issued or incurred, to guarantee ~~any~~ dividends, or bonds, or contracts or other obligations, in which this company may be in any wise interested, to make and perform contracts of any kind and description, incidental to the business of this corporation, in carrying on its business, and for the purpose of furthering or attaining any of its objects, to do any and all other acts and things, and to exercise ~~any~~ and all other powers which co-partnerships or a natural person could do and exercise, and which now or hereafter may be authorized by law; to do any and all of the things herein set forth, to the same extent as natural persons might or could do in any part of the world.

15. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of powers shall not be held to limit or restrict, in any manner, the powers of the corporation.

16. In general to carry on any other business in connection with the foregoing and to have and exercise all the powers conferred by the laws of Idaho, but it is hereby expressly stated and provided that the following corporate purposes, to-wit: the construction and operation of railroads, or aiding in the construction thereof, telegraph or telephone companies and gas or electrical companies and businesses in relation thereto shall be exercised ~~only~~ in states and jurisdictions when and where permissible under the laws thereof.

-6- 17. All the powers of the corporation are vested in the

Board of Directors who may make, alter, amend or repeal all by-laws of the company, except such by-laws as regulate or effect the election of directors and except when the change of a ~~law~~ by-law or exercise of a power is made by statute expressly dependent upon action by, or consent of, the stockholders. The meetings of the Board of Directors may be held either within or without the limits of the State of Idaho.

18. To do all and anything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects hereinabove enumerated, or which shall at any time appear conducive or expedient for the protection of the corporation, either as holder of or interested in any property of any kind, nature or description whatsoever. And to carry on any other lawful business whatsoever which the corporation may deem advisable to carry on.

19. And it is also further provided that the Board of Directors shall have power and authority, without further consent of the stockholders to sell, assign, mortgage, convey, lease, bond or otherwise dispose of and issue bonds upon all or any part of the property and assets of the corporation, on such terms and conditions as they shall prescribe, either for cash or property, stock, bonds, or debentures of every class, until such time, as the by-laws of the corporation shall otherwise provide, for the facilitating of the business of the corporation.

THIRD

That the place or places where the principal business of this corporation shall be transacted is the County of Ada, in the State of Idaho, and the same may be transacted in any other place, and the principal place of business or office shall be at the City of Boise, in said Ada County, State of Idaho, with such branch offices at any other place or places as the Board

-7- of Directors shall designate from time to time, but all stockholders'

meetings, both regular and special, shall be held in the State of Idaho, in the City of Boise, until such time as the by-laws of the corporation shall otherwise provide.

FOURTH

That this corporation shall exist for the full term of fifty years from and after the date of its incorporation.

FIFTH

That the number and names of its Directors shall be three and the names and residences of those who are appointed to serve for the first year of the life of the corporation and until their successors have been elected and qualified are as follows:

Names	Residences
<u>S. H. Atkinson</u>	<u>Boise, Idaho</u>
<u>Walter C. Locke</u>	<u>Centerville, Id</u>
<u>Maurice M. Myers</u>	<u>Boise, Idaho</u>

And that a majority of the subscribers hereto, both as to persons and amount subscribed, were present and voted for said persons, as Directors, for the first year.

SIXTH

That the amount of the capital stock of this corporation shall be one million dollars (\$1,000,000.00), divided into ten thousand shares of the par value of one hundred dollars each, and such stock shall be issued fully paid and non-assessable, at such time or times as the Board of Directors may designate; and when so issued shall be thereafter non-assessable by this corporation, for any purpose; and may be issued in exchange for cash, property, services, letters patent or patent rights, or any other valuable right or thing, and the judgment of the Board of Directors, as to the value thereof, shall be conclusive. Said stock to be voted at any regular or special stockholders' meeting by the holders or owners thereof, either in person or by proxy.

SEVENTH

That the amount of capital stock, which has been actually subscribed is three hundred dollars (\$300.00), and the following are the names of the persons who have subscribed the same, and the amount subscribed for, by each of them, respectively:

Name	Shares	Value
<u>S. H. Atkinson</u>	<u>one</u>	<u>\$100.00</u>
<u>Walter C. Locke</u>	<u>one</u>	<u>\$100.00</u>
<u>Maurice M. Myers</u>	<u>one</u>	<u>\$100.00</u>

IN WITNESS WHEREOF, we have hereunto set our hands and seals this eighth day of November, 1910.

S. H. Atkinson Seal
Walter C. Locke Seal
Maurice M. Myers Seal

State of Idaho,
County of Boise, ss.

On this 8 day of November, 1910, before me, Idaho Hamley Tedman, a Notary Public, within and for said County, personally appeared S. K. Atkinson, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

In witness whereof I have hereto set my hand and affixed my Notarial seal the day and year in this certificate first above written.

(Seal)

Idaho Hamley Tedman
Notary Public.

State of Idaho,
County of Boise, ss.

On this 8 day of November, 1910, before me, Idaho Hamley Tedman, a Notary Public, within and for said County, personally appeared Walter C. Locke, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

In witness whereof I have hereto set my hand and affixed my Notarial seal the day and year in this certificate first above written.

(Seal)

Idaho Hamley Tedman
Notary Public.

State of Idaho, }
 } ss.
County of Ada, }

On this seventh day of November, 1910, before me,
Bradley Sheppard, a Notary Public, within and for said County,
personally appeared Maurice M. Myers, known to me to be the person
whose name is subscribed to the within instrument and acknowledged
to me that he executed the same.

In witness whereof I have hereto set my hand and
affixed my Notarial seal the day and year in this certificate
first above written.

(Seal)

Bradley Sheppard
Notary Public.

STATE OF IDAHO, }
County of Ada } ss.

CERTIFICATE

I, W. L. Cuddy, Ex-Officio Recorder in and for Ada County, State of Idaho, do hereby certify that the annexed is a full, true
and correct copy of certain Articles of incorporation of the

Baird Power, Light and Traction Company
Limited

Numbered 1373 as the same appears on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official Seal this 11 day
of Nov 1910

By Maurice M. Myers Deputy. W. L. Cuddy
Ex-Officio Recorder.