



**CERTIFICATE OF INCORPORATION
OF**

SOLEDAD 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 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: **March 11, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

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SECRETARY OF STATE

SOLEDAD ENERGY, INC.

The undersigned, John R. Urquhart, being of lawful age, acting as incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is SOLEDAD ENERGY, INC.

Article II

The period of duration is perpetual.

Article III

The purpose for which the corporation is organized is to own and operate a power generating station for the purpose of producing steam and electricity for sale and the transaction of any and all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

Article IV

The aggregate number of shares which the corporation shall have authority to issue is one hundred thousand (100,000) shares of common stock, all of the same class, each having no par value.

Article V

The corporation shall elect to be taxed as a Subchapter S Corporation under the Internal Revenue Code.

The corporation shall only authorize and issue one class of stock (voting common).

No Stockholder shall do any act (including the sale or transfer of such Stockholder's stock) which shall contravene or revoke the corporation's election to be taxed as a Subchapter S Corporation.

Article VI

Provisions denying preemptive rights are: shareholders shall have no preemptive right to unissued or treasury stock.

Article VII

Provisions for the regulation of the internal affairs of the corporation are: none.

Article VIII

The address of the initial registered office of the corporation is 300 North 6th Street, Boise, Idaho 83701, and the name of it's registered agent at such address is C T CORPORATION SYSTEM.

Article IX

The numbers of directors constituting the initial board of directors of the Corporation is three (3). The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are as follows:

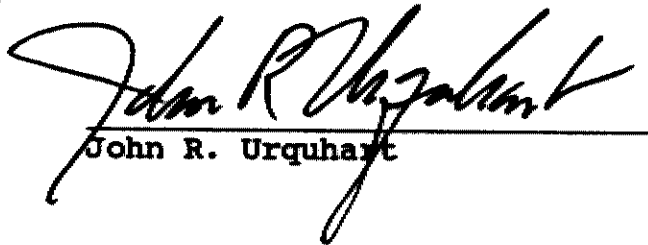
<u>Name</u>	<u>Address</u>
Ronald C. Yanke	10425 Estate Drive Boise, Idaho 83709
Dave Suhr	10608 Cruser Boise, Idaho 83709
Sheldon L. Schultz	3152 Lake Ridge Place Boise, Idaho 83706

Article X

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
John R. Urquhart	P.O. Box 5405 4414 South Gekeler Lane Boise, Idaho 83705

Dated the 20th day of November, 1987


John R. Urquhart

VERIFICATION

STATE OF IDAHO)
) ss
County of Ada)

I, Virginia McDonald, a Notary Public, do hereby certify that on this 20th day of November, 1987, personally appeared before me, John R. Urquhart, who being first duly sworn by me, declared that he was the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Virginia McDonald
Notary Public for Idaho
Residing at Boise, Idaho