State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY
OF

EMMETT POWER COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of EMMETT POWER COMPANY for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to EMMETT POWER COMPANY to transact business in this State under the name EMMETT POWER COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated **January 24, 1984**

GREAT SEAL OF THE STATE OF IDAHO
ESTO PERPETUA

SECRETARY OF STATE

Corporation Clerk

CAU 779

Return to: JoAnne Jensen, Supervisor
Corporate Information Services, P. O. Box 50, Boise, ID 83728

APPLICATION FOR CERTIFICATE OF AUTHORITY

'94 JAN 24 PM 2:20
SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is EMMETT POWER COMPANY

2. The name which it shall use in Idaho is EMMETT POWER COMPANY

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware.

4. The date of its incorporation is July 2, 1981 and the period of its duration is perpetual.

5. The address of its principal office in the state or country under the laws of which it is incorporated is
100 West Tenth Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5.
c/o J. S. Munson, Associate General Counsel, Legal Department
Boise Cascade Corporation, P. O. Box 50, One Jefferson Square, Boise, ID 83728.

7. The street address of its proposed registered office in Idaho is 300 N. 6th Street, Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
The operation and maintenance of a hydroelectric installation and any associated activities.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
J. E. Clute	Sole Director & President	P. O. Box 50, Boise, ID 83728
Lorraine O. Legg	VP & Treasurer	P. O. Box 50, Boise, ID 83728
~~J. R. Ayre~~	~~Vice Pres. & Secretary~~	~~P. O. Box 50, Boise, ID 83728~~
George J. Harad	VP & Controller	P. O. Box 50, Boise, ID 83728
~~Rex L. Dorman~~	~~Vice President~~	~~P. O. Box 50, Boise, ID 83728~~
John R. Forrest	Vice President	P. O. Box 50, Boise, ID 83728
~~Richard B. Parrish~~	~~Vice President~~	~~P. O. Box 50, Boise, ID 83728~~
Ralph G. Peinecke	Vice President	P. O. Box 50, Boise, ID 83728
Gordon L. Henderson	Ass't Treasurer	P. O. Box 50, Boise, ID 83728
Michael K. McMurray	Ass't Treasurer	P. O. Box 50, Boise, ID 83728
Donald Mitchell	Ass't Secretary	P. O. Box 50, Boise, ID 83728

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
1,000	COMMON	Without Par Value

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
100	COMMON	Without Par Value

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: January 24, 1984.

By [signature]
J. E. Clute, Its President/~~Vice President~~ (please specify)

and [signature]
J. R. Ayre Its Secretary/~~Assistant Secretary~~ (please specify)

STATE OF IDAHO)
)ss
COUNTY OF ADA)

I, JoAnne Jensen, a notary public, do hereby certify that on this 24th day of January, 19 84, personally appeared before me J. E. Clute, who being by me first duly sworn, declared that he is the President of Emmett Power Company.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

[signature]
JoAnne Jensen, Notary Public

State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware, do hereby certify that the attached is a true and correct copy of Certificate of Incorporation filed in this office on July 2, 1981.

Glenn C. Kenton, Secretary of State

BY:

DATE: January 16, 1984

Form 130

Return to: JoAnne Jensen, Supervisor
Corporate Information Services
P. O. Box 50, Boise, ID 83728

CERTIFICATE OF INCORPORATION

OF

WEST DUDLEY POWER COMPANY

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1. The name of the corporation is

WEST DUDLEY POWER COMPANY

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

The operation and maintenance of a hydroelectric installation and any associated activities.

4. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000); all of such shares shall be without par value.

The holders of stock shall, upon the issue or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the right, during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares or securities in proportion to their respective holdings of stock, at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

5A. The name and mailing address of each incorporator is as follows:

NAME	MAILING ADDRESS
K. L. Husfelt	100 West Tenth Street Wilmington, Delaware 19801
B. A. Schuman	100 West Tenth Street Wilmington, Delaware 19801
E. L. Kinsler	100 West Tenth Street Wilmington, Delaware 19801

5B. The name and mailing address of the person who is to serve as a director until the first annual meeting of the stockholders, or until a successor is elected and qualified, is as follows:

NAME	MAILING ADDRESS
J. E. Clute	P. O. Box 50 One Jefferson Square Boise, Idaho 83728

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the bylaws of the corporation.

8. Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation. Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this **2nd** day of June, 1981.

K. L. Husfelt
K. L. Husfelt

B. A. Schuman
B. A. Schuman

E. L. Kinsler
E. L. Kinsler

State
of
DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware, do hereby certify that the attached is a true and correct copy of Certificate of Amendment filed in this office on January 16, 1984.

Glenn C. Kenton, Secretary of State

BY:

DATE: January 16, 1984

Form 130

Return to: JoAnne Jensen, Supervisor
Corporate Information Services
P. O. Box 50, Boise, ID 83728

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * *

WEST DUDLEY POWER COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, CERTIFIES:

FIRST: That the sole Director of the corporation, by written consent filed with the minutes of the Board of Directors, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation:

> RESOLVED, that the Certificate of Incorporation of WEST DUDLEY POWER COMPANY be amended by changing the Article numbered "1." to read as follows:
>
> "1. The name of the corporation is
>
> EMMETT POWER COMPANY"

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of Sections 228(a); and 242(a)(1).

IN WITNESS WHEREOF, this certificate is executed and sealed January 12, 1984.

WEST DUDLEY POWER COMPANY

J. E. Clute
J. E. Clute, President

ATTEST:

J. R. Ayre
J. R. Ayre, Secretary