

CERTIFICATE OF INCORPORATION
OF

WARM SPRINGS HYDRO-POWER, INC.

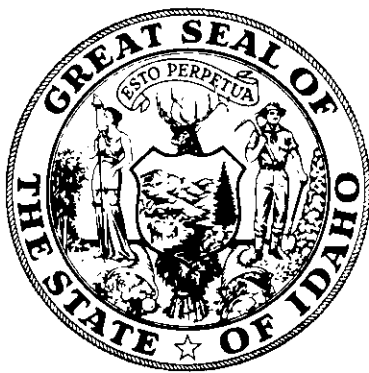
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

WARM SPRINGS HYDRO-POWER, 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: **August 15, 1984**



SECRETARY OF STATE

by: _____

AUG 15 8 20 AM '84

ARTICLES OF INCORPORATION
OF
WARM SPRINGS HYDRO-POWER, INC.

The undersigned, acting as incorporators, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be WARM SPRINGS HYDRO-POWER, INC.

ARTICLE II

The purposes for which said corporation is formed are:

A. To plan, finance, construct and operate a hydro-electrical power generating plant.

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

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The address of the Corporation's initial registered office shall be Star Route, Challis, County of Custer, State of Idaho 83226, and the name of its initial registered agent at such address is William Edward Ingrams.

ARTICLE V

The capital stock of the Corporation shall be one thousand (1,000) shares of common stock, with One Dollar (\$1.00) par value. The capital stock of the Corporation shall not be assessable.

ARTICLE VI

The name and address of each incorporator is:

Joanne P. Rooks
Idaho First National Bank Bldg., 3rd Floor
330 Shoup Avenue
Idaho Falls, Idaho 83402

ARTICLE VII

The number of directors constituting the initial board of directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

William Edward Ingrams
Star Route
Challis, Idaho 83226

Alice Evangelin Ingrams
Star Route
Challis, Idaho 83226

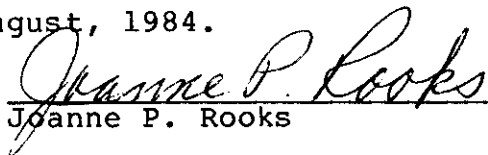
ARTICLE VIII

Provisions denying preemptive rights are: None

ARTICLE IX

Provisions for the regulation of the internal affairs of the corporation are: None

DATED this 13th day of August, 1984.


Joanne P. Rooks

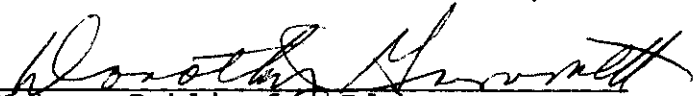
INCORPORATOR

STATE OF IDAHO)
) ss.
County of Bonneville)

On the 13 day of August, in the year of 1984, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared JOANNE P. ROOKS, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she 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.

(seal)


Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: Non-Expiring