

United States of America  
State of Washington

DEPARTMENT



OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I,

VIC MEYERS

Secretary of State of the

State of Washington and custodian of the Seal of said State, do hereby

certify that the annexed is a true and correct copy of the Amended Articles of Incorporation of THE WASHINGTON WATER POWER CO., as received and filed in this office on May 19, 1958; and I further certify that THE WASHINGTON WATER POWER CO. is in good standing on our records with all annual license fees paid to July 1, 1959.

In Testimony Whereof, I have hereunto set  
my hand and affixed hereto the Seal of the State of  
Washington. Done at the Capitol, at Olympia,  
this 19th day of May A.D. 19 58

*Vic A. Meyers*

Secretary of State

By *Ray J. Jeoman*  
Assistant Secretary of State

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF THE WASHINGTON WATER POWER COMPANY

K. M. ROBINSON and ROBERT D. YEOMANS hereby certify:

1. That they are respectively President and Secretary of The Washington Water Power Company (the "Company"), a corporation organized and existing under the laws of the State of Washington;

2. That the regular annual meeting of stockholders of the Company was duly held in accordance with the requirements of law and the By-Laws of the Company on May 9, 1958, at the office of the Company, West 825 Trent Avenue, Spokane, Washington;

3. That at said meeting the adoption of the following resolution was duly moved and seconded:

RESOLVED that the Articles of Incorporation of the Company, as heretofore amended, be further amended by changing to a semicolon the period now appearing at the end of the last sentence of the last subsection of Section 2 of Article THIRD thereof, and by adding at the end of said sentence the following, namely:

; and provided, further, that such preemptive rights shall not apply to the granting of options to purchase, or to offerings for sale of, shares of the Common Stock of the Corporation to officers and employees of the Corporation or any corporation the voting stock of which the Corporation owns in excess of fifty per centum (50%).

APPROVED  
AND FILED

MAY 19 1958

VICTOR A. MEYERS


SECRETARY OF STATE

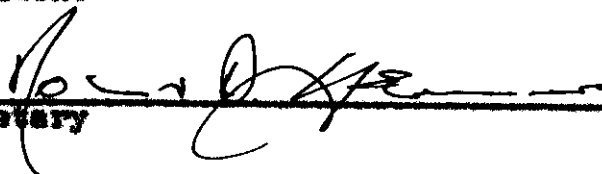
BY *Ray Yeoman*  
ASSISTANT SECRETARY OF STATE

4. That the notice of the meeting included notice that one of the specific purposes of the meeting would be to consider and act upon a proposal to amend the Articles of Incorporation of the Company in the manner set forth in the said resolution;

5. That at said meeting, said resolution was duly adopted by the vote of the holders of at least two-thirds of the voting power of all shareholders of the Company.

Dated: May 14<sup>th</sup>, 1958.

  
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President

  
\_\_\_\_\_  
Secretary

STATE OF WASHINGTON     )  
                                  :    ss  
County of Spokane        )

K. M. ROBINSON and ROBERT D. YEMANS, each being duly sworn, depose and say: that they are and were at all times in the above articles mentioned, President and Secretary, respectively, of THE WASHINGTON WATER POWER COMPANY, the above named corporation; that the above and foregoing resolution was adopted by the vote of the shareholders of at least two-thirds of the voting power of all shareholders of the company at a meeting duly and regularly held, as above stated, and that the facts stated in the above certificate are true.

K. M. Robinson

Robert D. Yemans

Subscribed and sworn to before me this 14<sup>th</sup> day of May, 1958.

Lois L. Loveland  
Notary Public in and for the State  
of Washington, residing at Spokane