

State of Idaho

Department of State.

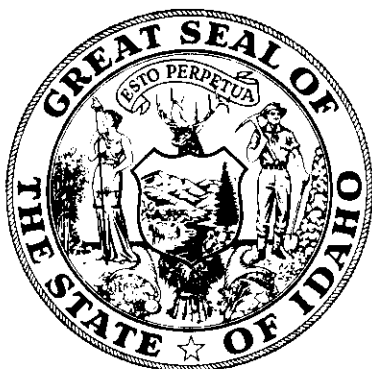
CERTIFICATE OF AUTHORITY OF

NORTHWEST COUNCIL FOR ADEQUATE ELECTRICITY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NORTHWEST COUNCIL FOR ADEQUATE
ELECTRICITY 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 NORTHWEST COUNCIL FOR ADEQUATE ELECTRICITY
to transact business in this State under the name NORTHWEST COUNCIL FOR ADEQUATE
ELECTRICITY and attach hereto a duplicate original of the Application for such Certificate.

Dated August 16, 19 82.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Nonprofit Corporation)

AUG 16 9 05 AM '82
DEPARTMENT 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 Northwest Council for Adequate Electricity
2. *The name which it shall use in Idaho is same as above
3. It is incorporated under the laws of Washington
4. The date of its incorporation is February 23, 1982 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 13555 Bellevue-Redmond Road, Suite 113, Bellevue, WA 98005
6. The street or RFD address of its proposed registered office in Idaho is 455 4th Avenue West
Twin Falls, ID 83301, and the name of its proposed registered agent in Idaho at that address is Jim Lindsey
7. The purpose or purposes which it proposes to pursue in Idaho are:
to assure an adequate supply of electrical energy is available to the Pacific Northwest; provide educational and informational services to industry, gov't.
8. The names and respective addresses of its directors and officers are: and the public at large.

Name	Office	Address
<u>James Travis</u>	<u>President</u>	<u>222 Etruria, Suite 200, Seattle, WA 98109</u>
<u>Jack Janus</u>	<u>Vice President</u>	<u>P.O. Box 1483, Richland, WA 99352</u>
<u>Dick Anderson</u>	<u>Vice President</u>	<u>P.O. Box 1675, Vancouver, WA 98668</u>
<u>Bill Klein</u>	<u>Vice President</u>	<u>P.O. Box 14745, Portland, OR 97214</u>
<u>Herb Stusser</u>	<u>Vice President</u>	<u>660 S. Andover, Seattle, WA 98108</u>
<u>Kathleen Garrity</u>	<u>Secretary/Treasurer</u>	<u>13555 Bellevue-Redmond Rd. Bellevue, WA</u> <u>Suite 113 98005</u>

(See attached list of directors)

(continued on reverse)

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

10. 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 August 13, 19 82.

By X James O. Lewis
Its _____ President

and Kathleen B. Garrity
Its _____ Secretary

STATE OF Washington)
COUNTY OF King) ss:

I, Cecilia A. Vaswig, a notary public, do hereby certify that on this 13th day of August, 19 82, personally appeared before me Kathleen B. Garrity, who being by me first duly sworn, declared that he is the Secretary/treas. of Northwest Council for Adequate Electricity.

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

Cecilia A. Vaswig
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect. An assumed name may not be used except when necessary to avoid conflict with an existing corporate name:

Northwest Council for Adequate Electricity
Board of Directors

Jim Hutsinpillar
Climate Control
E. 203 Augusta Avenue
Spokane, WA 99207

Chuck Eddington
Quality Electric
E. 5805 Sharp, Bldg. D-2
Spokane, WA 99206

Gene Mayer
TAL Agencies
P.O. Box 3897
Seattle, WA 98124

Greg Baumgart
Baumgart Construction
2417 Bogus Basin Road
Boise, ID 83702

Ray O'Leary
O'Leary Electric
1121 Rainier South
Seattle, WA 98144

Rod Barnett
Carr Sales
W. 919 First Avenue
Spokane, WA 99204

Paul LeVeaux
The Falls Supply Co.
P.O. Box 2226
Great Falls, MT 59403

Jim Lindsey
Magic Valley Electrical Supply
P.O. Box 348
Twin Falls, ID 83301

Ernie Keys
Caldwell Electric
P.O. Box 159
Caldwell, ID 83605

Jim Borton
C & J Enterprises
2911 Sheffield Court
Boise, ID 83702

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
AS TO ITS PREPARATION BY THE OFFICE OF
THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.

AUG 15 9 05 AM '82

2-318837-8

FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of NORTHWEST COUNCIL FOR ADEQUATE ELECTRICITY

a domestic corporation of Bellevue, Washington.

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of _____
Will Lutgen
Electric League of the Pacific Northwest
555 - 116th Avenue N.E., Suite 210
Bellevue, WA 98004

Filing and recording fee \$ _____

License to June 30, 19 _____ \$ _____

Excess pages @ 25c \$ _____

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

February 23, 1982

Microfilmed, Roll No. 1617

Page 418-424

FILED

FEB 23 1982 JB

NORTHWEST COUNCIL FOR ADEQUATE ELECTRICITYSECRETARY OF STATE
STATE OF WASHINGTONArticles of Incorporation

THIS IS TO CERTIFY that pursuant to RCW Title 24.03, et.seq. these articles of incorporation have been prepared, executed, and acknowledged, in duplicate, by the incorporator designated in 1.5 for the purpose of forming a Not For Profit Corporation under the laws of the state of Washington.

ARTICLE I. IDENTIFICATION

1.1 Name. The name of this corporation is Northwest Council for Adequate Electricity, sometimes called "NCAE."

1.2 Duration. The duration of its existence shall be perpetual.

1.3 Registered Office. The principal office, and registered office shall be 13555 Bellevue-Redmond Road, Suite 113, Bellevue, WA 98005

1.4 Registered Agent. As required by the laws of the state of Washington, the registered agent is Kathleen B. Garrity, located at the above addressed registered office.

1.5 Incorporators. The name of the original incorporator of this corporation is: Kathleen B. Garrity

1.6 Directors. The names of the initial directors (trustees) who shall manage the affairs of the corporation until June 1982 are:

Richard Anderson
Post Office Box 1685
Vancouver, WA 98663

James Hutsinpillar
Post Office Box 3615 TA
Spokane, WA 99207

James Travis
222 Etruria Street #200
Seattle, WA 98109

Kathleen Garrity
13555 Bellevue-Redmond Rd.
Suite 113
Bellevue, WA 98005

Herbert Stusser
660 South Andover Street
Seattle, WA 98108

ARTICLE II. PURPOSES, POWERS AND PROHIBITIONS

2.1 Purposes. NCAE shall be nonprofit and non-partisan, with the following objectives and purposes;

(a) To assure an adequate supply of electrical energy is available to the Pacific Northwest region of the United States (Washington, Oregon, Idaho, Montana).

(b) To conduct public educational and informational programs pertaining to electrical energy.

(c) To provide industry with information about federal, state and local government as their plans relate to electrical energy.

(d) To provide federal, state and local governmental agencies with information central to industry interests.

2.2 Powers. The corporation shall have the powers in the conduct of its affairs as are now provided by statute in RCW 24.04.080, now in effect, and as provided in RCW 24.03.035 added by Laws of 1967, chapter 230, 8, and as may hereafter be provided by statute, or as are held lawful and necessary to carry out its objectives and purposes. Without limiting the foregoing, the corporation shall have the following additional powers:

(a) Affiliates, Branches & Chapters. May establish affiliate organizations and branches or chapters.

(b) Agents, etc. To act as agents and/or trustees for its members in such activities as may be authorized by the bylaws or by the board of directors.

(c) Pensions. To pay pensions and establish pension plans or trusts for any of its employees.

(d) Donations. To make donations for charitable, scientific or educational purposes.

(e) Reserves. To establish reasonable reserves for contingencies.

(f) Terminate Membership. To terminate the membership of any member as provided in the bylaws.

2.3 Prohibitions. (a) Political. This corporation shall be nonpartisan, nonsectional, and nonsectarian. No part of the activities of this corporation shall consist of participating or intervening in a political campaign on behalf of any candidate for public office, or in connection with any attempt to influence the general public or segments thereof with respect to legislative matters (otherwise known as grassroots lobbying), elections or referendums.

(b) Trade Restraint. No rules, regulations, bylaws, nor practices shall be adopted by this corporation which seek in any manner to restrict or stifle competition, limit production, restrain trade, pool profits, or fix prices.

(c) Information. Information reported to the corporation or distributed by it is and shall be purely statistical and pertain only to past or closed transactions, and no part of the machinery of this corporation shall be permitted to be used to fix prices, to divide territories, to limit production or manufacture, or to limit or control competition. No information shall be collected or distributed respecting prices which any member intends or expects to ask.

(d) Coercion. No coercive measures shall be employed to induce any person, firm, corporation or organization to become a member of this corporation, nor shall there be any intent to discriminate against any person, firm, corporation, or organization not a member.

(e) Not for Profit. This corporation shall not engage in any business, trade, avocation, or profession for profit, but may conduct trade shows and engage in other promotional activities for the electrical industry.

(f) No Earning Distribution. No part of the corporation's net earnings shall inure to the benefit of its members, directors or officers.

(g) No Loans. No loans shall be made by the corporation to its members, directors, or officers. Any director or officer who assents to or participates in the making of any loan shall be liable to the corporation for the amount of the loan until repaid.

(h) No Capital Stock. This corporation shall not have or issue shares of stock. No dividend shall be paid and no part of its income shall be distributed to its members, directors or officers. The corporation may pay compensation in a reasonable amount to its members, directors or officers for services rendered, may confer benefits

upon its members in conformity with its purposes, and upon dissolution or final liquidation may make distributions to its members as permitted by the bylaws, and no such payment, benefit, or distribution shall be deemed to be a dividend or a distribution of income.

ARTICLE III. MEMBERSHIP

3.1 Qualifications. Qualification for membership shall be as provided in the bylaws.

3.2 Liability of Members. The private property of the members of the corporation shall not be liable for its debts and shall be wholly exempt therefrom.

ARTICLE IV. MANAGEMENT AND CONTROL

4.1 According to Law. The affairs of this non-profit corporation shall be conducted in accordance with the provisions of the applicable statutes, governmental rules and regulations, these articles of incorporation and with bylaws as adopted and amended from time to time by the members and/or by the board of directors.

4.2 Board of Directors. The business and affairs of this non-profit corporation shall be managed and controlled by a board of directors of not less than five directors, as provided in the bylaws.

4.3 Officers. The officers shall be as provided in the bylaws.

ARTICLE V. DISSOLUTION

Upon any dissolution, any remaining assets of the corporation shall be distributed as provided in the bylaws.

ARTICLE VI. AMENDMENTS

In addition to the method prescribed by statute, these articles of incorporation may be amended by a two-third (2/3) vote of all members present and voting in any regular meeting in which a quorum is present. Written or printed notice setting forth the proposed amendment or a

summary of the changes to be effected thereby, together with a notice giving the date of the meeting at which the amendment is to be presented, shall be delivered personally or by mail to each member entitled to vote not less than ten nor more than fifty days prior to the date of the meeting.

Effective Date. These articles of incorporation shall become effective upon approval and filing with the Secretary of State.

IN WITNESS WHEREOF, I the undersigned incorporator, have executed these articles of incorporation in duplicate, signed and sealed them on February 19, 1982.

Kathleen B. Garrity
Kathleen B. Garrity

STATE OF WASHINGTON

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: ss

Acknowledgment

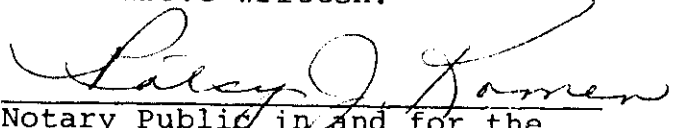
County of King

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On February 19, 1982, before me, the undersigned, a Notary Public in and for the state of Washington, duly commissioned and sworn personally appeared KATHLEEN GARRITY, to me known to be the individual described in and who executed the foregoing articles of incorporation as incorporator, and acknowledged to me that she signed and sealed the articles as her free and voluntary act and deed for the uses and purposes mentioned.

WITNESS my hand and official seal hereto affixed the day and year in this certificate above-written.

Notary
Seal


Notary Public in and for the
State of Washington, residing at
~~Seattle~~ *Bellevue*