94574/102764

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION
OF

ROSEBUD OPERATING SERVICES, 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: February 22, 1991

GREAT SEAL OF THE STATE OF IDAHO
ESTO PERPETUA

Pete T. Cenarrusa
SECRETARY OF STATE

by: Elizabeth M. Zabala

CIP 185

ARTICLES OF INCORPORATION

OF

ROSEBUD OPERATING SERVICES, INC.

FEB 27 3 45 PM '91
SECRETARY OF STATE

The undersigned, acting as incorporators of the corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Rosebud Operating Services, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act including but not by way of limitation the purpose of developing, operating and maintaining an electrical generation plant.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 2000 shares with no par value.

FIFTH: The address of the initial registered office of the corporation is Suite 230, 1087 West River Street, Boise, Idaho, 83702, and the name of its initial registered agent at such address is Owen H. Orndorff.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is five and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until a successor is elected and shall qualify is:

NAME	ADDRESS
OWEN H. ORNDORFF	1087 W. River Street Suite 230 Boise, Idaho 83702
JEFFREY L. SMITH	1087 W. River Street Suite 230 Boise, Idaho 83702
JAMES P. SLETTELAND	540 Madison Ave. New York, NY 10022
R. LEE ROBERTS	15922 Pacific Coast Highway Suite 206 Huntington Beach, CA 92649
RONALD D. BLENDU	7885 Vue Estates Road Meridian, Idaho 83642

SEVENTH: The name and address of the incorporator is Owen H. Orndorff at the address described above.

EIGHTH: Amendment of the By-Laws of the corporation by the Board of Directors shall require majority approval of those directors present either in person or by proxy at a meeting of the Board of Directors duly called at which a quorum is present.

NINTH: The Board of Directors may create such committee or committees as it deems to be necessary or advisable with only such power and authority as is specifically defined in the resolution establishing such committee.

TENTH: The Articles of Incorporation shall not be removed, modified or amended except upon approval of a majority of all of the shareholders at a regular or special meeting of the shareholders called for such meeting.

DATED this 22nd day of February, 1991.

OWEN H. ORNDORFF

STATE OF IDAHO)
) ss
County of Ada)

I, Diane Dixon, a notary public, do hereby certify that on this 22nd day of February, 1991, personally appeared before me Owen H. Orndorff, being by me first duly sworn, declared that he is the Incorporator of the corporation, and that the statements therein contained are true.

Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires: 7/14/94