



**CERTIFICATE OF INCORPORATION
OF**

S & F POWER CO.

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.

February 22, 1988
Dated:



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Mankins*

ARTICLES OF INCORPORATION

OF

S & F POWER CO.

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SEC. OF STATE

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

ARTICLE I

The name of the corporation shall be S & F Power Co.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

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

ARTICLE IV

The capital stock of the corporation shall consist of one hundred shares of common stock, without par value. The capital stock of the corporation shall not be assessable.

ARTICLE V

Provisions denying preemptive rights are: None.

ARTICLE VI

The address of the corporation's initial registered office shall be 2988 Tipperary Lane, Idaho Falls, Idaho 83404, and the name of its registered agent at such address is Gayle A. Sorenson.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation is two 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:

Robert N. Fackrell
P. O. Box 1
Preston, Idaho 83263

Ted S. Sorenson
2988 Tipperary Lane
Idaho Falls, Idaho 83404

ARTICLE VIII

The name and address of the incorporator is:

Gayle A. Sorenson
2988 Tipperary Lane
Idaho Falls, Idaho 83404

ARTICLE IX

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

DATED:


Gayle A. Sorenson

INCORPORATOR