



CERTIFICATE OF INCORPORATION
OF

INDEPENDENT POWER PRODUCERS COUNCIL, INC.

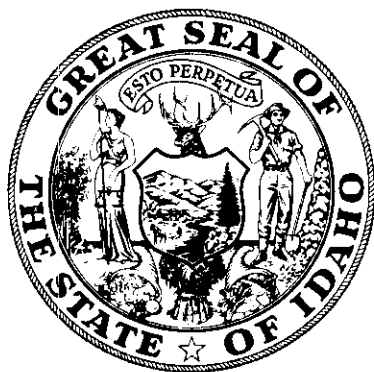
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

INDEPENDENT POWER PRODUCERS COUNCIL, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 October 19, 19 82.



SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION
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INDEPENDENT POWER PRODUCERS COUNCIL, INC.

SECRETARY OF
STATE
ARTICLE I

The name of this corporation shall be: Independent Power Producers Council, Inc.

ARTICLE II
Character and Term of Corporation

The period of duration of this Council shall be perpetual. The Council shall be a non-profit, non-stock corporation.

ARTICLE III
Purposes

The purpose of this Council shall be to further the progressive and sound development of small hydroelectric and cogeneration resources in the State of Idaho.

In order to carry out this purpose, the Council shall actively foster and encourage the following:

1. The promotion of sound small hydroelectric and cogeneration development.
2. The planning, construction and completion of all feasible and economically justifiable small hydroelectric and cogeneration projects.
3. The development of programs to protect fish and wildlife affected by the development of the hydroelectric potential of the region.
4. The cooperative support of efforts by other organizations and other regions to achieve the sound development of small hydroelectric and cogeneration projects.

ARTICLE IV
Membership

Section 1. For the purposes of this Council, Northwest shall include the states of Wyoming, Washington, Oregon, Idaho, Utah, and Montana served by the Bonneville Power Administration.

Section 2. Membership shall be granted in the discretion of the Board of Directors to such individuals, organizations, firms,

corporations and divisions of government residing or located in the Northwest or having an interest in the development, utilization of the Northwest's hydroelectric potential, who shall subscribe to the Council's purpose and pay dues as prescribed in the By-laws. No member shall be responsible for the debts of the Council beyond the amount of unpaid dues. Any division of government that is prohibited by law from becoming a member of this Council shall have full rights of participation in the affairs of this Council upon signing a service agreement with the Council.

Section 3. There shall be only two classes of members:

(a) Company members, including associations, partnerships, trusts, corporations, municipal and state governments.

(b) Individual members.

Section 4. A company member shall have the right through a designated representative to cast one vote.

Section 5. An individual member shall have the right to cast one vote.

Section 6. The manner and method of voting shall be specified in the By-laws.

ARTICLE V Powers

The Council shall have all the powers usual to non-profit organizations organized under the laws of the State of Idaho. It shall have the right to make and use a corporate seal.

It shall have the power and authority to sue and be sued in its corporate name. It may hold, receive, mortgage, convey and hypothecate real, personal and mixed property; and to have and employ such officers, managers, agents and employees as the interests of the Council may require.

It shall have the power to prescribe such By-laws, rules and regulations for the government of the corporation as shall be necessary and desirable to carry out its purposes as herein set forth.

ARTICLE VI Domicile

Section 1. The Council shall be headquartered in the City of Boise, State of Idaho, but it may have offices and hold meetings

of directors and/or members in such place or places within or outside the Pacific Northwest states as may be necessary and desirable.

Section 2. The initial Board of Directors shall consist of the following plus those listed in Article VII, Sec. 1 (b):

Ted Diehl
500 Yellowstone Drive
Jerome, Idaho 83338

Helen Chenoweth
P. O. Box 893
Boise, Idaho 83701

Harold E. Blanksma
701 Vista Terrace
Nampa, Idaho 83651

John J. Straubhar
2405 Springmountain Drive
Boise, Idaho 83702

Jay Jackson
Bella Vista Drive
Homedale, Idaho 83628

Carl L. Myers
750 Warm Springs Avenue
Boise, Idaho 83702

Ted Sorenson
550 Linden
Idaho Falls, Idaho 83401

Wallace N. Cory
250 S. Beechwood
Boise, Idaho 83709

Darrell M. P. Jones
1712 Pacific Avenue
Everett, Washington 98201

Larry D. Rourke
20 South Cole Road
Boise, Idaho 83709

Robert A. Shade
P. O. Box 7747
Boise, Idaho 83707

Ted Purcell
1802 N. 33rd
Boise, Idaho 83702

ARTICLE VII Government

Section 1. (a) The government of the Council shall be vested in the Board of Directors which shall have the power to adopt By-laws. The members of the Council may by majority vote from time to time at any annual or special meeting approve,

dissapprove, amend or alter the By-laws as adopted, or as amended by the Board of Directors.

(b) The incorporators shall be:

Vernon Ravenscroft
820 West Washington Street
Boise, Idaho

and,

Owen H. Orndorff
Suite 1405 Idaho First Plaza
Boise, Idaho

Section 2. Between meetings of the Board of Directors, the authority of the Board of Directors shall be vested in an Executive Committee to be constituted, elected or appointed as may be provided in the By-laws.

Section 3. Officers of the Council and the manner of their election shall be as prescribed in the By-laws. The officers and the Executive Committee of the Council shall be responsible to the Board of Directors for the proper implementation of Council policies in accordance with their duties as prescribed in the By-laws.

Section 4. Officers and Directors shall assume their duties immediately upon election and shall continue in office for one year or until their successors are elected or appointed and qualified.

Section 5. For purposes of determining whether a quorum is present at membership meetings, a majority of the Council's officers shall constitute a quorum.

ARTICLE VIII Committees

The President with the approval of the Board of Directors may create and appoint such other committees as may be necessary and desirable to further the purpose of the Council.

ARTICLE IX Amendments

Section 1. These Articles of Incorporation may be altered, amended or modified, or the corporation dissolved by a vote of two-thirds of a quorum of members present and voting at any annual convention of the Council or at any meeting of the Council specifically called for that purpose.

Section 2. The By-laws may provide for representation by proxy and for vote by mail.

Section 3. No alteration, amendment, modification or proposal for dissolution shall be considered at any meeting of the corporation, unless members shall have been notified of such meeting by mail at least ten (10) days prior thereto.

Section 4. At any meeting at which it is voted to dissolve this corporation, the meeting shall at the same time elect three liquidators to conduct such liquidation and settle the affairs of the corporation. In the event of any such dissolution, no part of the assets of the Council, except in the payment of debt, shall be refunded or inure to the direct financial benefit of any member thereof, but all such assets shall be applied or used by said liquidators for the accomplishment of the purpose of the Council as stated in Article III of these Articles of Incorporation.

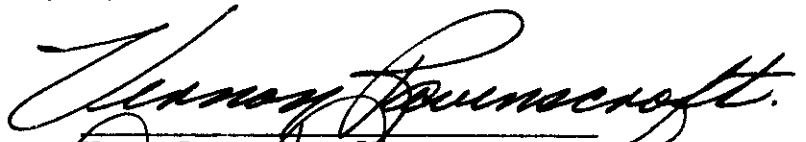
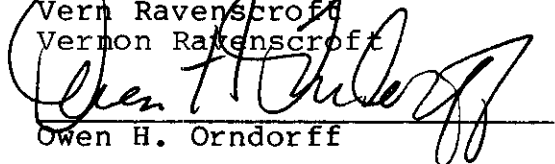
ARTICLE X

Registered Office and Registered Agent

The registered agent of this Council is Vern Ravenscroft, 820 West Washington Street, Boise, Idaho.

We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.


Dated this 19th day of October, 1982.


Vern Ravenscroft
Vernon Ravenscroft

Owen H. Orndorff

STATE OF IDAHO)
) ss.
County of Ada)

On this 19th day of October, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared Vernon Ravenscroft, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.


Notary Public for Idaho
Residing at Boise

STATE OF IDAHO)
) ss.
County of Ada)

On this 15th day of October, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared Owen H. Orndorff, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.


Notary Public for Idaho
Residing at Boise