

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

POWER ASSOCIATES COMPANY

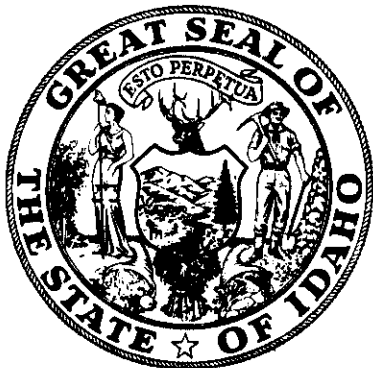
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

POWER ASSOCIATES COMPANY

, 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 December 10, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

POWER ASSOCIATES COMPANY

DEC 10 8 33 AM '80
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS that, the undersigned, a natural person of full age and a citizen of the United States of America, does this day voluntarily form a corporation under the laws of the State of Idaho, and, in pursuance thereof, adopts, signs and acknowledges the following Articles of Incorporation:

I

The name of this corporation is POWER ASSOCIATES COMPANY.

II

The nature of the business and purposes for which the corporation is organized is for the transaction of any and all lawful businesses for which corporations may be incorporated under the laws of the State of Idaho, including, but not limited to the following:

(a) General Purposes. to manufacture, buy or otherwise acquire, own, mortgage, sell, assign, transfer or otherwise dispose of, trade and deal in sites, equipment and facilities for the production fo all forms of power, including, but not limited to hydro, solar, nuclear, fossil fuel and wind power, to acquire and dispose of all kinds of mineral and wood products and by-products, fuel supplies of every kind and nature, and plastics and chemicals together with all products derived therefrom without limitation as to their specific nature or composition, mines, mining claims, mineral lands, coal lands, oil lands, water and water rights, surface and air rights; in furtherance of these objects and not in limitation thereof, to engage in the building of roads, lines, railroads, waterways and plants and installations of every kind and nature which will carry out these general objectives; to engage in the business of the transmission of power and the transporting for itself or for others, for hire or otherwise, by means of trucks, trailers, airplanes, boats, barges and booms, or other means of transportation over all kinds of roadways and airways, public or private, all types and kinds of products, freight and passengers.

(b) Lands. To own, acquire, buy, sell, exchange, lease, mortgage, hold and deal in and improve, lands surface rights, air rights, water rights, water ways,

leaseholds, and any interest, estate, or rights in real or personal property of every kind and description including but not limited to lakes, streams, water courses, water and air rights, timber or pasture lands, and residential or commercial properties of every kind, and all improvements which may be placed thereon;

(c) Contracts. To enter into and make and perform and carry out contracts of any kind or description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government or agency thereof;

(d) Borrowing. To borrow money; to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and or pledge all or any part of the property or assets at any time owned or held by this Corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(e) Acquisitions of Other Corporations. To purchase, or otherwise acquire, for cash, services or property, including securities of this Corporation, the whole or any part of the property, assets, rights of every kind, nature and description stocks, bonds, debentures or securities of every kind, the business and good will of any other person, firm, corporation, cooperative, or association, either domestic or foreign, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business;

(f) Where Business May be Conducted. To conduct all or any part of its operations and business without restriction or limit as to amount in the State of Idaho, or in any or all other states, territories, districts, colonies, and dependencies of the United States of America, and in any or all foreign countries; and to acquire either by purchase, exchange, lease, hire or otherwise and to own, hold develop, operate, lease, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of, or turn to account and convey, real and personal property of every kind and nature and rights or privileges therein, in the State of Idaho and in any or all other states, territories, districts, colonies and dependencies of the United States of America and in any or all foreign countries;

(g) Patents. To apply for, obtain, register, purchase, lease, or otherwise acquire any concessions, rights, options, patents, privileges, patent rights and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, or any right, option or contract in relation thereto, and to perform, carry out and fulfill the terms and conditions thereof, and to develop, maintain, lease, sell, transfer, dispose of, and otherwise deal with the same;

(h) Association with Others. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or in connection with any person, firm, association or corporation;

(i) Operation Under State Laws. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon private corporations formed under the laws under which this corporation is organized or under any law amendatory thereof or supplemental thereto or substituted therefor.

(j) Broad General Powers. The foregoing clauses shall be construed both as objects and powers and are in furtherance of and not in limitation of the general powers conferred by the State of Idaho; and it is expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, it being the purpose of this charter to empower the corporation to do any and all things to the same extent and as fully as natural persons might or could do in the State of Idaho, provided that such actions and powers shall be limited to those purposes which are not repugnant to law.

III

This corporation shall have perpetual existence.

IV

The place where the principal business of this corporation is to be transacted, and its principal and registered office in the State of Idaho is located in, and the post office address is 222 Cedar Street, Sandpoint, Idaho, but the corporation may maintain branch offices at any place or places required by the business operations of the corporation, either within or without the State of Idaho, at which branch offices meetings of the Board of Directors may be held and business transacted. The corporation's initial registered agent in Idaho is Daniel L. Larsen whose address is 222 South Cedar Street, Sandpoint, Idaho 83854.

V

The amount of the capital stock of this corporation shall be FIFTY THOUSAND DOLLARS (\$50,000.00), and the total authorized number of shares into which it shall be divided is 500 of the par value of One Hundred Dollars (\$100.00) per share, all of said shares being non-assessable common shares with equal voting rights and powers and without restrictions or preference.

VI

The number of directors of this corporation, who need not be shareholders or residents of the State of Idaho, shall be not less than two (2) nor more than seven (7). The number, qualifications, terms of office, manner of election, time and place of meeting, and the powers and duties of the directors shall be such as are prescribed by the By-Laws of this corporation.

The names and addresses of the first directors who shall hold office and manage the affairs of the corporation until the first annual meeting of the corporation, or who shall hold office until the successors are elected and qualified, are as follows:

Richard Chastek	P.O. Box TAF-C25	Spokane, Washington 99220
Dennis Horan	P.O. Box TAF-C25	Spokane, Washington 99220

VII

The name and post office address of the incorporator is:

Richard Chastek	P.O. Box TAF-C25	Spokane, Washington 99220
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VIII

The authority to make By-Laws of this corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of the shareholders to change or repeal such By-Laws.

IN WITNESS WHEREOF, the incorporator has executed this instrument on the 8th day of December, 1980.

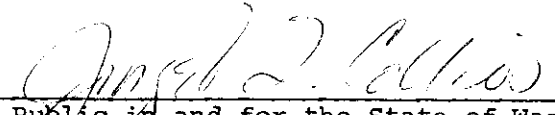

Richard Chastek

STATE OF WASHINGTON)
) ss.
County of Spokane)

On this 8th day of December, 1980, before me, a Notary Public in and for said

State and County, personally appeared RICHARD CHASTEK, to me known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and my notarial seal the day and year in this certificate first above written.



Notary Public in and for the State of Washington
residing at Spokane.

My commission expires October 13, 1984