



Department of State.

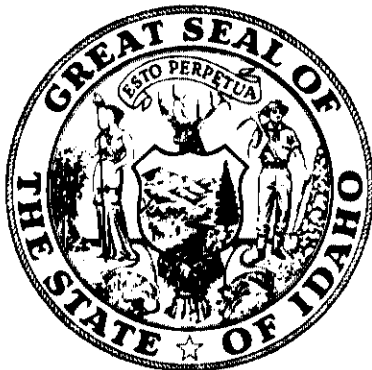
**CERTIFICATE OF REGISTRATION
OF**

FAR WEST HYDROELECTRIC FUND LTD., A UTAH LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **FAR WEST HYDROELECTRIC FUND LTD., A UTAH**
LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership 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 Registration to **FAR WEST HYDROELECTRIC FUND LTD., A UTAH LIMITED PARTNERSHIP** to transact business in this State under the name **FAR WEST HYDROELECTRIC FUND LTD.,**
A UTAH LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated **July 22, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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advised by Limited Partnership
for that purpose sub 54

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advised by Limited Partnership
for that purpose sub 54

- To own and operate hydroelectric power plants and engage in any and all activities related or incidental thereto, including without limitation ownership of water rights, real estate interests, and equipment.

(continued on reverse)

8. (Continued)

Name	General or Limited	Address

9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership, executed by the proper officer of the state or country under the laws of which it is organized.

Dated July 11, 19 85.

Far West Hydroelectric Fund Ltd.

By

Thomas A. Quinn, Vice President/General Counsel
A General Partner Far West Capital, Inc.

STATE OF Utah)
) ss:
COUNTY OF Salt Lake)

I, Sharlene H. Rasmussen, a notary public, do hereby certify that on this
11th day of July, 19 85, personally appeared
before me Thomas A. Quinn, who being by me first duly sworn,
declared that (s)he is a general partner of Far West Hydroelectric Fund Ltd.

that (s)he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.

Sharlene H. Rasmussen

\$ 10.00
16673
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SEC. OF STATE
CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP OF

85 JUL 18 10 10 04
FAR WEST HYDROELECTRIC FUND LTD.

FILED IN CLERK'S OFFICE
Salt Lake County, Utah

MAR - 8 1985

H. Dixon Hindley, Clerk 3rd Dist. Court
By M. S. S. S.
Deputy Clerk

AGREEMENT OF LIMITED PARTNERSHIP, made and entered into by and between Far West Capital, Inc., a Utah corporation (the "General Partner"), Alan O. Melchior as initial Limited Partner, and additional Limited Partners who have conferred upon the General Partner the right to sign this Agreement in their behalf by executing the Subscription Agreement appended hereto (the "Limited Partners").

I. Formation of Limited Partnership

The parties hereby enter into a Limited Partnership under the provisions of the Uniform Limited Partnership Act of the State of Utah, and the rights and liabilities of the Partners shall be as provided in that Act except as herein otherwise expressly provided.

II. Name

The business of the Partnership shall be conducted under the name of Far West Hydroelectric Fund Ltd.

III. Glossary

"Agreement" means this certificate and agreement of limited partnership of Far West Hydroelectric Fund Ltd..

"General Partner" means Far West Capital, Inc. and any person or entity subsequently becoming a General partner pursuant to the terms of this Partnership Agreement.

"Limited Partner" means any person (including the General Partner and affiliates) holding Units and admitted by the General Partner as either an original Limited Partner or substitute Limited partner pursuant to the provisions of this Partnership Agreement. In the plural, the "Limited Partners" refers to all Limited Partners as of a given time.

"Net Income" (or Net Loss) means, for any given period, the net income (net loss) of the Partnership during such period determined on the accrual basis in accordance with generally accepted accounting principals.

"Partnership" means the limited partnership formed by this Partnership Agreement.

"Power Plant", or in some cases "Power Plants", means those hydroelectric cogeneration facilities of less than 15 megawatts located in the Western United States to be acquired by the Partnership.

"Prospectus" means that certain memorandum of disclosure prepared by the General Partner by which the Units are offered.

"Subscription Agreement" means the agreement, in the form attached to the Prospectus, by which each person desiring to become a Limited Partner shall evidence

STATEMENT OF FACT

This is to certify that FAR WEST HYDROELECTRIC FUND LTD., a Utah Limited Partnership, was registered with the Salt Lake County Clerk in Salt Lake City, Utah, on the 8th day of March, 1985.

Alice Wang, Deputy Clerk

Salt Lake County Clerk's Office
Salt Lake City, Utah