

CERTIFICATE OF REGISTRATION

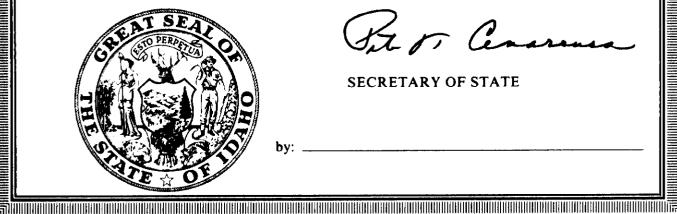
FAR WEST HYDROELECTRIC FUND LTD. A UTAH LIMITED PARTNERSHIP

duplicate originals of an Application of FAR WEST HYDROELECTRIC FUND LTD., A UTAH LIMITED PARTMERSHIP 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.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that

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



Set or Cenarion

SECRETARY OF STATE

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

RECEIVED SEC. OF STATE

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Lamited Partnership hereby applies for registration to transact business in your State, and for that purpose substitutes following statement:

The name of the limited partn	nership is Far	West Hydroelectric Fur	nd Ltd.
The name which it shall use in	n Idaho is Far	West Hydroelectric Fur	xd Ltd.,
a Utah Limited Partne	rship		
(Must include, without abbreviat	ion, the words "Limited	d Partnership.")	1
It is organized under the laws	of The State	of Utah	
The date of its formation is _	September	16, 1984	
The address of its registered organized is	or principal office in t 1300 East, Sui	he state or country under the la te 100, Midvale, Utah	ws of which it is 84047
The name and street address of	of its proposed registe	ered agent in Idaho are	Corporation
Systems, 300 North S	ixth Street, Bo	ise, Idaho 83701	
The general character of the b	ousiness it proposes to	o transact in Idaho is:	
The same and assessment by	ydroelectric po	wer plants and engage i	n anv and all
activities related or ownership of water r	ights, real est	ereto, including withou ate interests, and equi	t limitation pment.
ownership of water r The name and business addre	ights, real est ess of each general pa	ate interests, and equi	t limitation pment. ner whose contribu-
activities related or ownership of water r. The name and business addression is equal to or greater than	ights, real est ess of each general pa	ate interests, and equi artner and of each limited parts	t limitation pment. ner whose contribu-
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ARLP 785

File 2 Copies

Fee: \$60.00

Name B	General or Limited	Address	
This Application is accompartnership, executed by the organized.	panied by a certificate certi ne proper officer of the sta	fying to the lawful existenc te or country under the law	e of the limited s of which it is
ated July 11	, 19 <u>85</u> .		Sec.
	By Thomas A. Qu	inn, vice President/G	
TATE OF <u>Utah</u> OUNTY OF <u>Salt Lake</u>) ss:)	v	
I, Sharlene H.	. Rasmussen ,	a notary public, do hereby ce	rtify that on this
11th day of	July	, 19 <u>85</u> , pers	onally appeared
efore me Thomas A.	Quinn	, who being by me	first duly sworn,
eclared that (s)he is a general p	partner ofFar West_	Hydroelectric Fund Lt	d
			nd that the state-

8. (Continued)

10.00 16673 33363

RECEIVED AND AGREEMENT SEC. OF STOFF LIMITED PARTNERSHIP OF HILL FAR REST HYDROELECTRIC FUND LTD.

FILED IN CLERK'S OFFICE Salt Lake County, Utah MAR - 8 1985

H. Dixon Hindley, Clerk 3rd Dist. Court

By 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").

L 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.

IL 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.

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