

CERTIFICATE OF ORGANIZATION OF A CORPORATION  
UNDER THE GENERAL LAW.

STATE OF MAINE.

The undersigned, officers of a corporation organized at 242 Water Street, Augusta, Maine, at a meeting of the signers of the articles of agreement therefor, duly called and held at the office of Williamson, Burleigh & Nelson, in the City of Augusta, Maine, on Thursday, the sixth day of May, A. D., 1915, hereby certify as follows:

The name of said corporation is

IDAHO POWER COMPANY.

The purposes of said corporation are to buy, sell, lease and use machinery, generators, motors, lamps, apparatus, devices, supplies and articles of every kind pertaining to or in any wise connected with the production, use, distribution, regulation, control or application of electricity or electrical apparatus for light, heat, power, telegraph, telephone, railway, manufacturing and any and all other purposes; to construct, acquire, purchase, use, sell or lease any works, construction or plants or parts thereof connected with or involving the production, use, distribution, regulation, control or application of electricity or electrical apparatus for any of such purposes; to buy, acquire, lease, use, produce, furnish and supply electricity or any

other power or force, in any form and for any purpose whatsoever.

To acquire, build, construct, own, lease, and operate railway properties of all kinds and descriptions (including parks, places of amusement and other usual or useful adjuncts to said railway property and business) and with any kind of motive power, and to sell and lease the same;

To manufacture, purchase, sell and distribute, for light, heat and power and all other purposes, natural and artificial gas, and to acquire, construct, purchase, own, maintain, operate, sell and lease all necessary and convenient works, conduits, plants, apparatus and connections for holding, receiving, purifying, manufacturing, selling, utilizing and distributing natural or artificial gas; to manufacture and sell or otherwise dispose of chemicals or other products derived wholly or in part from gas or gas works.

To manufacture, purchase, sell and distribute steam and hot water for heating and other purposes, and to acquire, construct, purchase, own, maintain, operate, sell and lease all necessary and convenient works, plants, apparatus and connections for manufacturing, selling and distributing steam and hot water;

To construct and acquire by purchase, lease or otherwise, reservoirs, dams, canals, ditches, flumes, pipe lines and such other works, plants, equipments, appliances and appurtenances as may be necessary, useful or appropriate for impounding, storing, conveying, distributing and utilizing water for power, irrigation, fire, sanitary, domestic, manufacturing and other uses,

and to use, apply, sell and otherwise dispose of water for such uses; to construct and to acquire by purchase, lease or otherwise, and to operate hydraulic and other works, transmission plants, transmission lines, transforming and distributing stations and distributing circuits and any and all rights of way connected therewith or useful therefor; to transform the power generated by hydraulic or other plants into electrical or other energy, and transmit, use or otherwise dispose of the said electrical or other energy for any and all purposes; to acquire any and all rights or other property necessary or useful in connection with acquiring, owning, and operating any or all of said plants;

To acquire, buy, operate, lease and sell ice and refrigerating plants; and to acquire, lease, hold, use and otherwise avail of such real and personal estate, property, rights, privileges, grants, consents and franchises, including inventions, patents, processes, stocks, bonds and other evidences of indebtedness of persons, firms or corporations, and franchises or special grants or privileges from cities, towns or other municipalities, as the company shall deem requisite or advantageous in pursuance of any of its corporate purposes above stated; and to mortgage, pledge, sell, convey or otherwise dispose of any or all of the foregoing; and to undertake, contract for or carry on any business or operation deemed by the company incidental to, or in aid of, or advantageous in pursuance of, any of its corporate purposes.

Nothing herein shall be deemed to limit or exclude any power, right or privilege given to the company by law.

But the business of construction and operation of railroads and aiding in the construction thereof, the business of telegraph and telephone companies, and the business of gas and electric companies are to be carried on only in states and jurisdictions other than the State of Maine, and only in such other states and jurisdictions when and where and as permissible under the laws thereof; and it is not intended that the corporation shall exercise in any state any powers not permitted to it under the law of such state.

The amount of capital stock is ten million dollars.

The amount of common stock is ten million dollars.

The amount of preferred stock is nothing.

The amount of capital stock already paid in is nothing.

The par value of the shares is one hundred dollars.

The names and residences of the owners of said shares are as follows:

<u>Names.</u>	<u>Residences.</u>	<u>No. of Shares</u>	
		<u>Common.</u>	<u>Pref'd.</u>
Charles V. Graham,	New York, N.Y.	2	
Ernest L. McLean,	Augusta, Maine.	2	
Frank E. Southard,	Augusta, Maine.	2	
E. M. Leavitt,	Winthrop, Maine.	2	
Pauline Lowell,	Hallowell, Maine.	2	
Balance of stock unissued		9,990	
Total		100,000	

Said corporation is located at Augusta, Maine,  
in the County of Kennebec.

The number of Directors is five, and their  
names are Charles V. Graham, Ernest L. McLean, Frank E.  
Southard, E. M. Leavitt and Pauline Lowell.

The name of the Clerk is Ernest L. McLean  
and his residence is Augusta, Maine.

The undersigned Charles V. Graham is President;  
the undersigned Frank E. Southard is Treasurer; and the  
undersigned Charles V. Graham, Frank E. Southard and E.  
M. Leavitt are a MAJORITY of the Directors of said cor-  
poration.

WITNESS our hands this sixth day of May,

A. D. 1915.

10 cents  
United  
States  
Internal  
Revenue  
Stamp  
Canceled  
5/6/15

(Sd)	Charles V. Graham	President.
(Sd)	Frank E. Southard	Treasurer.
(Sd)	Charles V. Graham	Directors.
(Sd)	Frank E. Southard	
(Sd)	E. M. Leavitt	

KENNEBEC, ss.

May 6, A. D. 1915.

Then personally appeared Charles V. Graham,  
Frank E. Southard and E. M. Leavitt and severally make  
oath to the foregoing certificate, that the same is true.

Before me,

(Sd) Ernest L. McLean  
Justice of the Peace.

STATE OF MAINE

ATTORNEY GENERAL'S OFFICE, May 6, 1915.

I hereby certify that I have examined the foregoing certificate, and the same is properly drawn and signed, and is conformable to the Constitution and laws of the State.

(Sd) Oscar H. Dunbar

Asst. Attorney General.

STATE OF MAINE

Kennebec, SS. Registry of Deeds.

Received May 6, 1915, at 11 h. 32 a. M.

Recorded in Vol. 646, Page 259.

Attest:

J. M. Eastman

(Sd)

Register.

STATE OF MAINE

Office of Secretary of State.

Augusta, May 6, 1915.

A copy of the record of the within certificate of organization, duly certified by the Register of Deeds of Kennebec County, has this day been received and filed in this office.

Recorded in Vol. 88, Page 25, of Records of Corporations.

ATTEST:

(Sd) John E. Bunker,  
Secretary of State.

A true copy of record

attest (sd) J. M. Eastman  
Register.

J.E.B.

Augusta, Maine, July 22, 1916.

To the

Honorable Secretary of the State of Maine:

I, ERNEST L. McLEAN, Clerk of IDAHO POWER COMPANY, hereby certify that at a legal meeting of the stockholders of said Company, held at its principal office in this City, this day, the following resolutions were unanimously adopted by vote of all the issued capital stock of said Company:

WHEREAS, it appears that the amount of capital stock of this corporation is insufficient for the purpose for which said corporation is organized,

THEREFORE, BE IT

RESOLVED that the capital stock of this corporation be increased from \$10,000,000 divided into 100,000 shares of the par value of \$100. each, to \$17,000,000 divided into 170,000 shares of the par value of \$100. each, which shares shall have such preferences as may be stated in the by-laws.

RESOLVED that the Clerk of the Company be and he is hereby authorized and directed to file the required certificate of the foregoing increase with the Secretary of the State of Maine.

10 cents  
United  
States  
Internal  
Revenue  
Stamp  
Cancelled  
7/22/1916

ATTEST:

Seal inscribed:  
"IDAHO POWER COMPANY  
SEAL  
1915"

Ernest L. McLean  
Clerk.

STATE OF MAINE

Office of Secretary of State,

Augusta, July 22, 1916.

Received and filed this day.

ATTEST:

John E. Bunker  
Secretary of State.

Recorded in Vol. 11 Page 410.

Augusta, Maine, July 22, 1916.

To the

Honorable Secretary of the State of Maine:

I, ERNEST L. McLEAN, Clerk of IDAHO POWER COMPANY, hereby certify that at a legal meeting of the stockholders of said Company, held at its principal office in this city, this day, the following resolutions were unanimously adopted by vote of all the issued capital stock of said Company:

WHEREAS, it appears that the number of Directors of this Company is inconvenient for the transaction of its business.

THEREFORE, BE IT

RESOLVED that the number of Directors of IDAHO POWER COMPANY be increased from five to sixteen; and be it further

RESOLVED that the Clerk of said Company be and hereby is authorized and directed to file the required certificate of such change of the number of directors with the Secretary of the State of Maine.

Attest:

Ernest L. McLean

Clerk.

SEAL INSCRIBED:  
IDAHO POWER COMPANY  
SEAL  
1915

10 cents  
United  
States  
Internal  
Revenue  
Stamp  
Cancelled  
7/22/1916

STATE OF MAINE

Office of Secretary of State,  
Augusta, July 22, 1916.

Received and filed this day.

ATTEST:

John E. Bunker  
Secretary of State.

Recorded in Vol. 11, Page 411.



STATE OF MAINE

Office of Secretary of State.

I hereby certify that the foregoing is a true copy from the records of this office; and I hereby further certify that the Clerk of the corporation is the legal keeper of the original certificate of organization of the corporation.

IN TESTIMONY WHEREOF, I have caused  
the seal of the State to be here-  
unto affixed.

(SEAL of the  
State of Maine  
affixed).

Given under my hand at Augusta, this  
22nd day of July in the year of our  
Lord nineteen hundred and sixteen, and  
in the one hundred and forty-first year  
of the Independence of the United States  
of America.

~~John E. Bunker~~ John E. Bunker  
Secretary of State.

I, Ernest L. McLean, Clerk of IDAHO POWER COMPANY,  
do hereby certify that the foregoing is a true copy of  
the original certificate of organization of IDAHO POWER  
COMPANY in my custody, of which original certificate of  
organization I am the legal keeper, together with true  
copies of all certificates of amendment thereto filed  
with the Secretary of State of Maine.

WITNESS my hand and the seal of IDAHO POWER COM-  
PANY this 22nd day of July, 1916.

(Idaho Power Company  
Seal - 1915)

~~Ernest L. McLean~~ Ernest L. McLean,  
Clerk of Idaho Power  
Company.

10¢ U.S. Internal  
Revenue Stamp attached  
marked 7/22-16 JEB

10¢ U. S. Internal  
Revenue Stamp attached  
marked 7/22-16 ELM

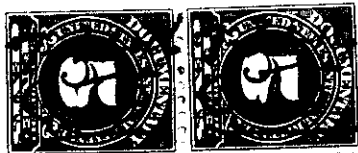
CERTIFICATE

State of Idaho, )  
                  ) ss.  
County of Ada. )

I, Stephen Utter, the duly qualified and acting Clerk of the District Court for the Third Judicial District of the State of Idaho, in and for Ada County, and ex-officio Recorder of Ada County, Idaho, hereby certify: That attached hereto are nine pages containing a full, true and correct copy of the Certificate of Organization of Idaho Power Company under the laws of the State of Maine, together with a copy of a resolution of said Idaho Power Company increasing the capital stock of said Company from \$10,000,000 to \$17,000,000, and together with a resolution of said Idaho Power Company increasing the number of its Directors from five (5) to sixteen (16), all duly certified to by the Secretary of State of the State of Maine, in which State said Idaho Power Company was organized, and all as duly filed with me as County Recorder of Ada County, Idaho, on this 31st day of July, 1916; and I hereby further certify that on this 31st day of July, 1916, the said Idaho Power Company has also filed with me, as Recorder of Ada County, Idaho, an original instrument designating Ada County, in the State of Idaho, as the County in which the principal place of business of said corporation in said State of Idaho is to be located.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 31st day of July, 1916.

(OFFICIAL SEAL)



*Stephen Utter*  
Ex-officio Recorder of Ada County,  
Idaho.

*By Geo. J. Charles*  
Deputy