

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

DEMPSEY CREEK POWER COMPANY, 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 the above named corporation, 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: September 17, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Joela Mawkes*

ARTICLES OF INCORPORATION

SEC. 30-1-3

OF

87 SEP 17 9 00

DEMPSEY CREEK POWER COMPANY, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Dempsey Creek Power Company, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: Establishment and operation of a business for production and marketing of electric power and all activities reasonably related thereto together with the transaction of all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Section 30-1-3.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one-hundred thousand (100,000) shares of \$1.00 par value common stock.

FIFTH: Shareholders shall have full pre-emptive rights as to issuance of common stock.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the By-Laws of the corporation, including provision for restriction on transfer of shares, as provided in Idaho Business Corporation Act, Section 30-1-23A.

SEVENTH: The address of the initial registered office of the corporation is P.O. Box 4167, 125 North Garfield, Pocatello, Idaho 83205, and the name of its initial registered agent at such address is Howard D. Burnett.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is seven and the names and addresses of the persons who are to serve as directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify are:

<u>Initial Director</u>	<u>Address</u>
Blaine F. Nye	535 Middlefield Road, #110 Menlo Park, California 94025
Roland T. Evans, Sr.	1520 Sandhill Road, #103 Palo Alto, California 94304
Roland T. Evans, Jr.	26631 Portales Mission Viejo, California 92691
Annabelle E. Nye	535 Middlefield Road, #110 Menlo Park, California 94025
Dorothy D. Evans	1520 Sandhill Road, #103 Palo Alto, California 94304
Terri H. Evans	26631 Portales Mission Viejo, California 92691
Margaret M. Evans	322 31st Street Hermosa Beach, California 90254

NINTH: The name and address of the incorporator is
Blaine F. Nye, 535 Middlefield Road, #110, Menlo Park, California
94025.

DATED this 28th day of August, 1987.


Blaine F. Nye