

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

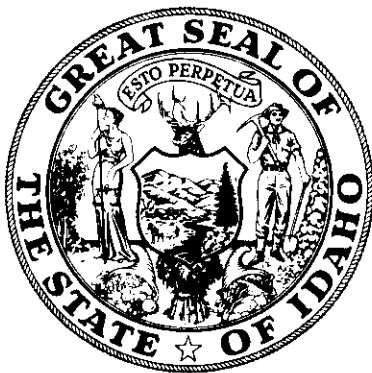
SENIOR CITIZENS UTILITY COALITION OF SOUTH EAST IDAHO, INC.

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 \_\_\_\_\_

SENIOR CITIZENS UTILITY COALITION OF SOUTH EAST IDAHO, INC.,  
duly signed pursuant to the provisions of the Idaho Nonprofit 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 June 2, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION<sup>2</sup>  
OF  
SENIOR CITIZENS UTILITY COALITION  
OF SOUTH EAST IDAHO, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens and resident of the United States of America and the State of Idaho, and each over the age of twenty-one years, for the purpose of organizing a corporation and forming a non-profit cooperative association under the provisions of the Non-Profit Cooperative Association Act, Chapter 10 of Title 30 of the Idaho Code, and all laws amendatory thereof, and supplemental thereto, and for such purpose do hereby make, sign, acknowledge, certify, and file this certificate and Articles of Incorporation for that purpose as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is: Senior Citizens<sup>Utility</sup> Coalition of South East Idaho, Inc.

ARTICLE II.

PURPOSES

The purpose and powers of the corporation shall be:

Section 1. To engage in any activity in furthering or representing the interests of low-income utility consumers in regard to rates, charges, services, regulations and practices by any utility company or by any organization, association, or political subdivision furnishing and supplying services or products of the nature of a utility to consumers.

Section 2. To appear and participate in as a party, intervenor, litigant, or in any other capacity, any and all proceedings before regulatory agencies, courts, legislative bodies, commissions, governmental units, or political subdivisions.

Section 3. To seek to promote the adoption of legislation or rules and regulations favorable to low-income utility consumers or to oppose those which are unfavorable.

Section 4. To obtain, acquire, accumulate, and disseminate information to members and consumers generally on conservation of energy saving devices and practices, and to generally encourage and promote the conservation and saving of fuel and energy.

Section 5. To receive fees, dues, grants, contributions,

and donations and to draw, make, accept, endorse, execute, issue, and deal in notes, bills of exchange, checks, trade acceptances, and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 6. To do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes of the attainment of any one or more of the objects herein enumerated, or conducive to, or expedient for the interest and benefit of the corporation and contract accordingly; and in addition exercise and possess all powers, rights, and privileges necessary or incidental to the purposes for which the corporation is organized or to the activities in which it is engaged; to hire and retain consultants and counsel and in addition any other rights, powers, and privileges granted by laws of this state to ordinary corporations except such as are inconsistent with the expressed provisions of this corporation and under the Non-Profit Cooperative Associations Act.

Section 7. To purchase, lease as lessee, or otherwise acquire, maintain and operate business property and real estate, automotive vehicles, fixtures, supplies, machinery and utensils and other personal property and to sell, assign, convey, lease as lessor, manage, pledge, mortgage, or otherwise encumber or dispose of land, buildings, structures, vehicles, equipment, fixtures, supplies, and any other real or personal property tangible or intangible which shall be deemed necessary, convenient, or appropriate and do to everything necessary, convenient or conducive to the full accomplishments of use and purposes and powers expressed in this Article II.

Section 8. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venturer in such transactions.

Section 9. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers.

ARTICLE III.  
CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV.  
PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this state of Rigby, Jefferson County, Idaho. The corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide. The post office address of the registered office shall be 163 East Main St., Rigby, Idaho 83442.

Section 2. The operation and business of this corporation shall be carried out in the County of Jefferson, State of Idaho, and in the other Southeastern Idaho counties and in such other counties in the State of Idaho as the Board of Directors may from time to time decide.

ARTICLE V.  
MEMBERSHIP

The corporation is organized on a membership basis without capital stock and shall at all times be operated on a mutual cooperative non-profit basis. Each member shall be entitled to only one (1) vote upon each matter submitted to a vote at each meeting of the members. All questions shall be decided by a vote of the majority of members voting thereon, as provided by law, the Articles of Incorporation, or the By-Laws. A majority of the members shall constitute a quorum and a majority of a quorum may conduct business and vote upon all matters coming before the membership at any duly called membership meeting.

Members may be natural persons, corporations, associations, partnerships, municipal corporations, political subdivisions, or any other group recognized as an entity.

ARTICLE VI.  
MANAGEMENT

Management of this corporation and association shall be vested in the Board of Directors, to be composed of a number determined by the members from time to time, but to not be less than three. The Directors shall be elected at the annual meeting of the members as provided in the By-Laws and in the manner and method therein provided.

ARTICLE VII.  
DIRECTOR'S MEETINGS

The meeting of the Board of Directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State, for the transaction of any business of the corporation as the Directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, provided that if less than such majority of the Directors present may adjourn the meeting from time to time, provided further that the secretary shall notify any absent Directors of the time and place of such adjourned meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

ARTICLE VIII.  
INCORPORATORS

The name and post office address of each of the incorporators shall be as follows:

Earl Barker	Box 177 Ashton, ID 83420
Neola Vik	418 W 3rd N St. St. Anthony, ID 83445
Frank Call	167 E 1st S Rigby, ID 83442
Charles Heath	Rt. 2, Box 231 Rigby, ID 83442
Grace Jeffs	Rt. 2, St. Anthony, ID 83445

All of the subscribers to these Articles of Incorporation are of full age and citizens of the United States and residents of the State of Idaho.

ARTICLE IX.  
PARTICULAR CONTRACTS

A member of the Board of Directors, or an officer or agent of the corporation, must make prior disclosures to the Board of Directors of any pecuniary or other interest such Director may have in any contract or transaction of the corporation or of any interest such Director may have in any other corporation or other entity transacting business or contracting with the corporation.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be effected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director, individually, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any directors of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not so interested.

ARTICLE X.  
LIABILITY

The members of the association and corporation shall not be individually liable for any obligation or debt of the cooperative association.

ARTICLE XI.  
AMENDMENTS

The corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us,  
have hereunto set our hands and seals this 21th day of May, 1980.

NAME \_\_\_\_\_

NAME  
Carl Barker  
Nedra Tike  
Frank R. Call  
Charles W. Heath  
Grace Jeffs

ADDRESS

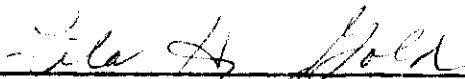
Box 177 - Ashton Idaho 83420  
418 W 3rd St. Anthony Ida 83440  
167 E 1st So. Rigby Idaho 83442  
# Box 231 Rigby Id. 83442  
Rt. 2 St. Anthony Id 83445

ACKNOWLEDGEMENT

STATE OF IDAHO                    )  
                                      )  
County of Fremont                )   ss.

On this 21th day of May, 1980, before me the undersigned, a Notary Public for Idaho, personally appeared Earl Barker, Neola Vik, Frank Call, Charles Heath, and Grace Jeffs, known to me to be the incorporators of the Senior Citizens Utility Coalition of Southeast Idaho Inc., whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at St. Anthony, Idaho