

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY
OF
RUMFORD COGENERATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of _____

RUMFORD COGENERATION, INC.

_____ for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to _____

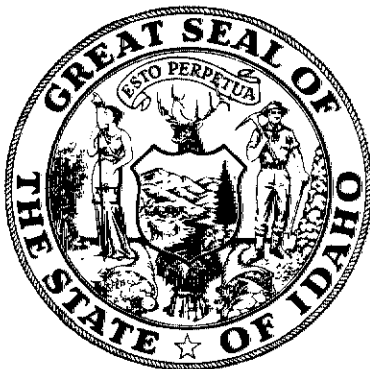
RUMFORD COGENERATION, INC.

to transact business in this State under the name _____

RUMFORD COGENERATION, INC.

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated September 28, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Matthews

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

SEP 28 1 21 PM '87

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following information to the SECRETARY OF STATE

1. The name of the corporation is RUMFORD COGENERATION, INC.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of DELAWARE

4. The date of its incorporation is October 8, 1982 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

6. The address to which correspondence should be addressed, if different from that in item 5. c/o Legal Department, One Jefferson Square, Boise, Idaho 83728

7. The street address of its proposed registered office in Idaho is 300 North 6th Street,
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Management of a limited partnership.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>see attachment</u>		

(continued on reverse)

Name

Office

Address

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: September 24, 1987

RUMFORD COGENERATION, INC.

(Corporation Name)

By ^{OK/500} J. E. Clute
 J. E. Clute, Its President/~~Vice President~~ (please specify)

and J. R. Ayre
 J. R. Ayre, Its Secretary/~~Assistant Secretary~~ (please specify)

STATE OF IDAHO)
) ss:
 COUNTY OF ADA)

I, JoAnne Jensen, a notary public, do hereby certify that on this 24th day of September, 19 87, personally appeared before me J. E. Clute, who being by me first duly sworn, declared that (s)he is the President of Rumford Cogeneration, Inc.

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.

JoAnne Jensen

JoAnne Jensen, Notary Public, residing at Boise, Idaho.
 My commission expires: 4/26/92.

Attachment - Item 9

Idaho - Application for
Certificate of Authority

RUMFORD COGENERATION, INC.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
J. E. Clute	sole Director and President	One Jefferson Square, Boise, ID 83728
Irving Littman	Vice President & Treasurer	One Jefferson Square, Boise, ID 83728
J. R. Ayre	Vice President & Secretary	One Jefferson Square, Boise, ID 83728
Rex L. Dorman	Vice President & Controller	One Jefferson Square, Boise, ID 83728
John A. Haase	Vice President	One Jefferson Square, Boise, ID 83728
George J. Harad	Vice President	One Jefferson square, Boise, ID 83728
Stephen C. Larson	Vice President	53 Exchange Street, Suite 301 Portland, Maine 04101
Terry R. Lock	Vice President	1600 Southwest Fourth Avenue Portland, Oregon 97201-5522
K. Peter Norrie	Vice President	One Jefferson Square, Boise, ID 83728
Richard B. Parrish	Vice President	One Jefferson Square, Boise, ID 83728
Ralph G. Peinecke	Vice President	One Jefferson Square, Boise, ID 83728
John H. Wasserlein	Vice President	One Jefferson Square, Boise, ID 83728
Jerry E. Ensley	Asss't Treas. & Ass't Sec'y	Rumford Mill, Rumford, Maine 04276-1000
E. A. Flacker	Assistant Treasurer	One Jefferson Square, Boise, ID 83728
Michael K. McMurray	Assistant Treasurer	One Jefferson Square, Boise, ID 83728
J. P. Borgwardt	Assistant Secretary	One Jefferson Square, Boise, ID 83728
Donald Mitchell	Assistant Secretary	One Jefferson Square, Boise, ID 83728

SEP 28 1 21 PM '87
SECRETARY OF STATE



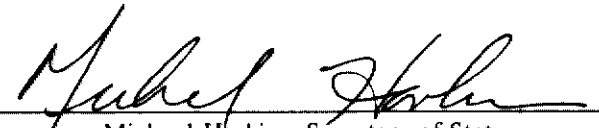
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY RUMFORD COGENERATION, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 11405795
DATE: 09/21/1987