

CERTIFICATE OF INCORPORATION  
OF

PAYETTE POWER COMPANY

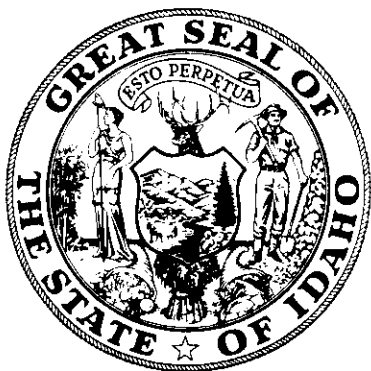
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

PAYETTE POWER COMPANY

, 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: May 28, 1981



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

of

PAYETTE POWER COMPANY

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SECRETARY OF  
STATE

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

FIRST: The name of the corporation is PAYETTE POWER COMPANY.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 25,000 shares of common capital stock of the par value of \$1.00 per share.

FIFTH: The address of the registered office of the corporation is 200 North 4th Street, Suite 300, Boise, Idaho 83702, and the name of its registered agent at such address is Steven K. Ricks.

SIXTH: The management of the corporation shall be by the shareholders and there shall be no directors as provided by Idaho Code, Section 30-1-35.

SEVENTH: The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Steven K. Ricks	200 North 4th Street Suite 300 Boise, Idaho 83702


Dated this 27 day of May, 1981.

  
\_\_\_\_\_  
Steven K. Ricks

STATE OF IDAHO     )  
                              ) ss  
County of Ada        )

On this \_\_\_\_\_ day of May, 1981, before me, the undersigned, a Notary Public in and for said county and state, personally appeared STEVEN K. RICKS, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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 Boise, Idaho

(SEAL)