

CERTIFICATE OF INCORPORATION
OF

TWIN EAGLE POWER, 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 TWIN EAGLE POWER, INC.

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: December 22, 1983



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

Dec 22 5 41 PM '83

ARTICLES OF INCORPORATION
OF
TWIN EAGLE POWER, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned being natural persons over the age of eighteen (18) years, do hereby for a general business corporation under the laws of the State of Idaho as contained in Title 30 of the Idaho Code entitled "General Business Corporations Act", and to that end do hereby set forth:

1. The name of the corporation is:

TWIN EAGLE POWER, INC.

2. The period of duration of this corporation shall be perpetual.

3. The purposes for which this corporation is organized:

(a) Primarily to engage in the business of generation of electrical power.

(b) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

1 4. The county in the State of Idaho where the
2 principal office for the transaction of business of the
3 corporation is located is in the County of Twin Falls and
4 the name of the registered agent is Robert C. Weaver and the
5 address of the registered office shall be Weaver and Dykas,
6 P.A., 130 North Broadway, Buhl, Idaho 83316.

7 5. The aggregate number of shares which the
8 corporation shall have authority to issue is 100, having no
9 par value. All of said stock shall be known as common stock
10 and shall be nonassessable.

11 6. The names and post offices address of the
12 incorporator is as follows:

13 <u>NAME OF INCORPORATOR</u>	<u>ADDRESS</u>
14 Vernon L. Herzinger	408 11th Avenue North
15	Buhl, Idaho 83316

16 7. The directors of the corporation shall have the
17 power to sell any authorized but unissued stock at any time
18 and to any person, and no stockholder shall be entitled, as
19 of right to subscribe for or purchase of any of such
20 additional shares of stock.

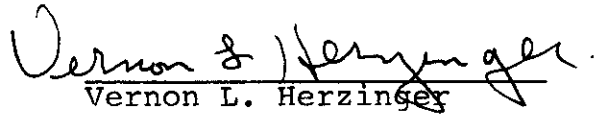
21 8. The number of directors of the corporation may be
22 fixed by the By-Laws, but shall not be less than the number
23 required by law.

24 The number of directors constituting the initial Board
25 of Directors shall be two (2), and they shall serve as
26 directors until their successors are elected and qualified.

9. The names and addresses of the initial directors are:

<u>NAME:</u>	<u>ADDRESS</u>
Vernon L. Herzinger	408 11th Avenue North Buhl, Idaho 83316
Betty J. Herzinger	408 11th Avenue North Buhl, Idaho 83316

IN WITNESS WHEREOF, the undersigned initial incorporator has executed these Articles of Incorporation on this 14 day of Dec, 1983.


Vernon L. Herzinger

STATE OF IDAHO)
County of Twin Falls) ss.

On this 14th day of December, 1983, before me, the undersigned, a Notary Public in and for said County and State, personally appeared VERNON L. HERZINGER, known to me to be the person who executed the foregoing instrument and acknowledged to me that she 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 Buhl, Idaho