

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

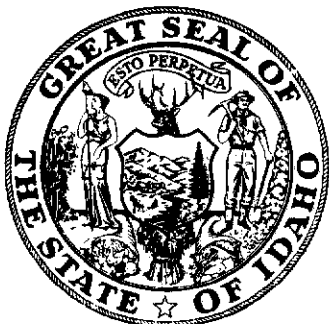
INTERMOUNTAIN POWER CORPORATION

File number C 109903

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: March 23, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

RECEIVED
SEC. OF STATE

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ARTICLES OF INCORPORATION

OF

INTERMOUNTAIN POWER CORPORATION

IDAHO SECRETARY OF STATE
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CK #: 7857 CUST# 9782
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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all being natural persons of full age, in order to form a corporation for the purposes hereinafter stated under and pursuant to the provisions of the Idaho Business Corporation Act and acts amendatory thereof and supplementary thereto, do hereby certify as follows:

FIRST: The name of this corporation is **INTERMOUNTAIN POWER CORPORATION**.

SECOND: The purposes and objects for which this corporation is formed are as follows:

a. To engage in any commercial, industrial, mining, and agricultural enterprise permitted under all applicable laws and to transact all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

b. To buy, contract to buy, lease, receive, manufacture, produce, or otherwise acquire; to hold, own, lease, operate, manage, improve, develop, or otherwise use; to mortgage, pledge, or otherwise encumber; to assign, sell, contract to sell, exchange, give, or otherwise dispose of; and to import, export, distribute, or otherwise deal in and with personal property of every kind, whether now known or hereafter to be discovered or invented.

c. To buy, contract to buy, lease, receive, or otherwise acquire; to hold, own, occupy, operate, manage, improve, develop, or otherwise use; to mortgage, pledge, or otherwise encumber; and to convey, sell, contract to sell, exchange, give, or otherwise dispose of and deal in real property including its appurtenances and each and every right, interest, or estate therein.

d. To buy, contract to buy, receive, or otherwise acquire; to hold, own, manage, vote, or otherwise use; to assign as security, pledge, or otherwise encumber; and to sell, contract to sell, exchange, assign, endorse, give, or otherwise dispose of and deal in all kinds of stocks, bonds, securities,

negotiable instruments, contracts, mortgages, or other evidence of indebtedness.

e. To make, perform, and carry out contracts of every kind for any lawful purpose and for any amount with any person, firm, association or corporation, either public or private, or with any city, county, state, or government or any agency thereof.

f. To arrange credit and borrow money from any private, commercial, or government source; to evidence such borrowings by issuing negotiable and non-negotiable contracts, bonds, debentures, promissory notes, or other evidence of indebtedness; and to secure such borrowings, contracts, or any of the obligations of the corporation or of any other person, firm, association, or corporation by issuing assignments for security, pledges, mortgages, trust deeds, or any other forms of encumbrances upon all or any part of the assets of the corporation.

g. To evidence, guarantee, or otherwise become liable or responsible for the debts or performance of any person, firm, association, or corporation and to loan money and extend credit in any amount, with or without security, to any person, firm, association, or corporation.

h. To act as agent, factor, broker, middleman, forwarder, or in any other capacity for any person, firm, association, or corporation.

i. To employ employees, agents, brokers, salesmen, persons, firms, associations, or corporations in any other capacity for carrying on any business of the corporation.

j. To buy, acquire, hold, sell, exchange, re-issue, or cancel any shares of its own capital stock but the shares of its own capital stock belonging to the corporation shall not be voted directly or indirectly.

k. To organize and become a member of a partnership; and to organize, incorporate, and reorganize subsidiary corporations, joint stock companies, and associations for any purpose permitted by law.

l. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under any of the general corporation laws of the State of Idaho, or under any acts amendatory thereof or supplementary thereto or substituted therefor.

m. To exercise all of the powers and purposes provided in these articles by and through its Board of Directors without the necessity of securing the authorization of the shareholders.

The purposes specified herein shall be construed as purposes and powers and shall not be limited or restricted by reference to or inference from the terms of any other clause in this or any other article. The purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

THIRD: This corporation is to have perpetual existence.

FOURTH: The location of and post office address of the registered office of this corporation is 1250 S. River Flow Way, Eagle, ID 83616 and the name of the registered agent at that address is Kirk G. Smith.

FIFTH: The corporation shall have authority to issue in the aggregate one hundred thousand (100,000) shares of common stock of one (1) class only and all such shares shall be without par value.

SIXTH: The name and post office address of each incorporator is as follows:

INCORPORATOR

ADDRESS

Mike Gooding

23715 Wamstad Road
Parma, ID 83660

Dennis D. Daugherty

P. O. Box 154
Adrian, OR 97901

SSI Land & Cattle Co.,
an Idaho corporation

P. O. Box 700
Caldwell, ID 83606

SEVENTH: Four (4) directors shall constitute the initial Board of Directors and the name and post office address of each initial director who is to serve until the first annual meeting of the shareholders or until a successor is elected and qualifies is as follows:

DIRECTOR

ADDRESS

Kirk G. Smith

1250 S. River Flow Way
Eagle, ID 83616

Ben Badiola

Route 1, Box 1048A
Homedale, ID 83628

Mike Gooding

23715 Wamstad Road
Parma, ID 83660

Dennis D. Daugherty

P. O. Box 154
Adrian, OR 97901

EIGHTH: The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of this corporation shall not be subject to the assessments for the purpose of paying expenses, conducting business, or paying debts of this corporation.

NINTH: The number of directors of this corporation shall be as specified in the by-laws and such number may be increased or decreased in such manner as may be provided by the by-laws, but the number of directors shall not be less than one (1).

TENTH: Shareholders shall have no pre-emptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as may be provided by the by-laws.

ELEVENTH: At each election for directors each shareholder shall have the right to vote, in person or by proxy, the number of shares owned by such shareholder for each director to be elected and for whose election such shareholder has a right to vote, but no shareholder shall have the right of cumulative voting.

TWELFTH: The power to adopt, alter, amend, or repeal by-laws or adopt new by-laws, subject to repeal or change by action of the shareholders, is vested in the Board of Directors, except that the Board of Directors shall have no power to alter, amend, repeal, or change a by-law adopted by the shareholders.

THIRTEENTH: The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law by the affirmative vote in person or by proxy


of the holders of a majority of the shares entitled to vote thereon at any annual meeting of the shareholders or any special meeting duly called for the purpose, except where the laws of the State of Idaho provide otherwise.

DATED: JAN 16 1995

SIGNED BY THE INCORPORATORS:

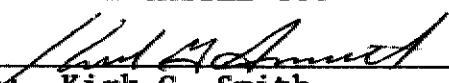

Name: Mike Gooding

1-16-95
Date


Name: Dennis D. Daugherty

1-16-95
Date

SSI LAND & CATTLE CO.

By 
Name: Kirk G. Smith
Office: President

1-16-95
Date

STATE OF IDAHO, County of Canyon) ss

On this day, before me the undersigned notary public for such state, personally appeared **MIKE GOODING** known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

WITNESS my hand and seal on 1-16-95.

 Notary Public.

EISMANN LAW OFFICES

3016 CALDWELL BLVD.

NAMPA, IDAHO 83651-6416

(208) 467-3100

STATE OF IDAHO, County of Canyon) ss

On this day, before me the undersigned notary public for such state, personally appeared **DENNIS D. DAUGHERTY** known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

WITNESS my hand and seal on 1-16-95.

Rebecca Kadel Notary Public.

STATE OF IDAHO, County of Canyon) ss

On this date, before me, the undersigned notary public for such state, personally appeared **KIRK G. SMITH**, known to me to be the president of the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

WITNESS my hand and seal on 1-16-95.

Rebecca Kadel Notary Public.