

**ARTICLES OF INCORPORATION
OF
PONDEROSA ELECTRIC, INC.**

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STATE OF IDAHO

1. **Name.** The name of the corporation is **Ponderosa Electric, Inc.**

2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be one thousand (1,000), all of which shall be common voting stock with no par value.

3. **Registered office and agent.** The registered office of the corporation is 205 South Main, Cascade, Idaho 83611 and its registered agent at that address is **C. Lee Cannon**. The mailing address for the registered office is P. O. Box 775, Cascade, Idaho 83611.

4. **Incorporator.** The name of the incorporator is **Marlene Beth Cannon** and the incorporator's address is P. O. Box 775, Cascade, Idaho 83611.

5. **Corporate purpose.** The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IDAHO SECRETARY OF STATE
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6. **Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
C. Lee Cannon	P. O. Box 775 Cascade, Idaho 83611
Marlene Beth Cannon	P. O. Box 775 Cascade, Idaho 83611

7. **Indemnification.** The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

8. **Limitation of Liability.** No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation
this 10 day of August, 2000.


Marlene Beth Cannon
Incorporator