

UNITED STATES OF AMERICA
THE STATE OF WASHINGTON.
DEPARTMENT OF STATE.

TO ALL TO WHOM THESE PRESENTS SHALL COME

I, I.M. HOWELL, Secretary of State of the State of Washington and custodian of the Seal of said State, do hereby certify that I have carefully compared the annexed copy of the Amended Articles of Incorporation of the WASHINGTON WATER POWER COMPANY (increasing stock from \$15,000,000 to \$20,000,000) with the original copy of said Company's Articles of Incorporation now on file in this office, and find the same to be a full, true and correct copy thereof, and of the whole of said original, together with all official endorsements thereon. And I further certify that the said original Articles appear to have been duly and regularly filed in this office according to law, and that the same are of a genuine, valid and subsisting character, and that this certificate is in due form and by the proper officer having the legal custody of said original and the requisite official knowledge relative thereto.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed hereto the Seal of the State of Washington. Done at the Capitol, at Olympia, this 30th day of Dec., A.D. 1913.

I.M. HOWELL,
Secretary of State

(Seal, State of
Washington)

C E R T I F I C A T E
O F
INCREASE OF STOCK OF THE WASHINGTON WATER POWER COMPANY
-----q-----

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, Chairman and Secretary of a meeting of the stockholders of The Washington Water Power Company, and a majority of the Trustees of said Company, do certify that a meeting of the stockholders of The Washington Water Power Company, a corporation under the laws of the State of Washington, with its principal place of business in the City and County of Spokane, State of Washington, was called and held upon and after notice signed by a majority of the Trustees of said Company, and published more than eight weeks in a newspaper published in the City and County of Spokane, State of Washington, where the principal place of business of said Company is located, which notice specified the object of the meeting, to-wit: That it would and should be held for the purpose of increasing the Capital Stock of said Company from one hundred and fifty thousand shares of the par value of one hundred dollars per share to two hundred thousand shares of the par value of one hundred dollars per share; that is, from fifteen million dollars capital to twenty million dollars capital; and which said notice further specified the time and place where the said meeting would be held and the amount to which it was proposed to increase the capital stock of said Company; and at the time and place designated in said notice, to-wit: the office of said Company, in the said City, County and State, a meeting of the stockholders of said Company was held, and a vote of more than two-thirds of all the shares of the Capital Stock of said Company was cast and voted in favor of increasing the said Capital Stock from fifteen million dollars to twenty million dollars, and from one hundred and fifty thousand shares of the par value of one hundred dollars each to two hundred thousand shares of the par value of one hundred dollars each; and this certificate is made in compliance with and in conformity to Section 3706 of Remington & Ballinger's Annotated Codes and Statutes of the State of Washington.

This is to further certify that the amount of the Capital Stock of said Company actually paid in is fourteen million, eighty one thousand, nine hundred dollars, and that the whole amount of the debts and liabilities of the Company aggregate seven million, one hundred and fifty eight thousand, five hundred dollars, and that the amount to which the Capital Stock of said Company is increased is twenty million dollars; that is, the Capital Stock is increased from fifteen million dollars to twenty million dollars.

We further certify that D. L. Huntington was Chairman and C. S. MacCalla was Secretary of said stockholders meeting.

D. L. Huntington
Chairman of said Stockholders Meeting

C. S. MacCalla
Secretary of said Stockholders Meeting

(Impression)
{ Corporate
Seal }

J. P. H. Richards
W. J. C. Whitefield
L. H. Bouverie
W. S. McGee
D. L. Huntington
William Augustus White
Harold T. White
Jonathan Dickey
Oscar P. Schiller
John C. Merrill
Frank Lyman
Francis A. Jones
Sam. B. Lawrence
Wm. P. White
Guy De Val
Majority of Trustees of The Washington
Water Power Company.

State of New York }
County of New York } ss

William Augustus White, Frank Lyman,
Theodore F. Nicks, Francis S. Bangs, Harold T. White, Jonathan Bulkley, Oscar
F. Zelliheffer, Edwin G. Merrill, Benjamin B. Lawrence and Guy Du Val, being
first duly sworn, each upon oath depose and say:

That he is the same person who subscribed (in triplicate) the foregoing
certificate and affidavit; that he has read the same and knows the contents
thereof, and that the same is true; that the said D. L. Huntington was Chair-
man of said stockholders meeting and the said C. S. MacCalla was Secretary of
said stockholders meeting, and that the above mentioned persons (excepting
the said C. S. MacCalla) are Trustees of said Company and corporation.

And we, and each of us, do hereby certify and verify the foregoing state-
ments, and each of them, in triplicate originals.

William Augustus White
Harold T. White
Jonathan Bulkley
Oscar F. Zelliheffer
Edwin G. Merrill
Frank Lyman
Francis S. Bangs
Benj. B. Lawrence
Theo. F. Nicks
Guy Du Val

Subscribed and sworn to before me this

17th day of December, 1913.

William I. Frothingham
Notary Public, Nassau County,
Certificate filed in New York County.

(Impression)
{ Notary Seal }

State of New York }
County of New York } ss

THIS IS TO CERTIFY that on this 17th day of December, 1913, before me, the undersigned, a Notary Public in and for the State of New York, personally appeared William Augustus White, Frank Lyman, Theodore F. Hicks, Francis S. Deane, Harold T. White, Jonathan Bulkley, Oscar F. Kallikoffer, Edwin G. Merrill, Benjamin B. Lawrence and Guy Du Val, to me personally known and known to me to be the persons who executed the foregoing instrument, in triplicate, as Trustees of The Washington Water Power Company; and they, and each of them, acknowledged that they, and each of them, executed said instrument as their free and voluntary act and deed, and the free and voluntary act and deed of The Washington Water Power Company, and of the meeting of the stockholders of said Company, under the order and direction of the meeting of the stockholders of said Company mentioned in said instrument, and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate first above written.

William I. Spethingham
Notary Public in and for the State
of New York, residing at Glen Cove,
County of Nassau, New York
Notary Public, Nassau County
Certificate filed in New York
County.

{ Duplication }
{ Notarial }
{ Seal }

State of Washington }
County of Spokane } ss

B. L. Huntington, J. P. M. Richards,
W. J. C. Wakefield, L. M. Davenport and W. S. McGren, being first duly sworn,
each upon oath deposes and says:

That he is the same person who subscribed (in triplicate) the foregoing
certificate and affidavit; that he has read the same and knows the contents
thereof, and that the same is true; that the said B. L. Huntington was Chair-
man of said stockholders meeting and the said C. S. MacCalla was Secretary of
said stockholders meeting, and that the above mentioned persons (excepting the
said C. S. MacCalla) are Trustees of said company and corporation.

And we, and each of us, do hereby certify and verify the foregoing state-
ments, and each of them, in triplicate originals.

(Signed)

B. L. Huntington
J. P. M. Richards
W. J. C. Wakefield
L. M. Davenport
W. S. McGren

Subscribed and sworn to before me this

10th day of December, 1912.

S. C. Scott
Notary Public in and for the State
of Washington, residing at Spokane,
Washington.

{ Expression }
{ Notarial }
{ Seal }

State of Washington }
County of Spokane } ss

THIS IS TO CERTIFY, that on this 10th day of December, 1913, before me, the undersigned, a Notary Public in and for the State of Washington, personally appeared D. L. Huntington, to me personally known and known to me to be the person who executed, in triplicate, the foregoing instrument as Chairman of stockholders meeting, and C. S. MacCalla, to me personally known, and known to me to be the person who executed, in triplicate, the foregoing instrument as Secretary of stockholders meeting, and D. L. Huntington, J. P. M. Richards, W. J. C. Whitefield, L. M. Savenport and W. S. McCrea, to me personally known and known to me to be the persons who executed the foregoing instrument, in triplicate, as Trustees of The Washington Water Power Company; and they, and each of them, acknowledged that they, and each of them, executed said instrument as their free and voluntary act and deed, and the free and voluntary act and deed of The Washington Water Power Company and of the meeting of the stockholders of said Company, under the order and direction of the meeting of the stockholders of said Company mentioned in said instrument, and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate first above written.

S. G. Scott
Notary Public in and for the
State of Washington, residing at
Spokane, Washington.

(Impression)
{ Notarial
Seal }

(ENDORSED) State of Washington, ss.
Filed for record in the office of the
Secretary of State Dec. 26, 1913 at 4:37 o'clock, P.M.
I. M. Holwell,
Secretary of State

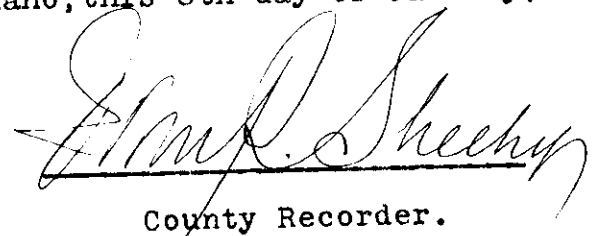
(ENDORSED) Instrument Number 32967. Certificate of Increase of Capital Stock of The Washington Water Power Company. Filed at the request of The Washington Water Power Co., Jan. 8, 1914 at 2 o'clock, P.M., records of Shoshone County, State of Idaho. John P. Sheehy, County Recorder, By H.A. Rogers, Deputy

* * * * *

STATE OF IDAHO)
COUNTY OF SHOSHONE) SS

I, JOHN P. SHEEHY, County Recorder in and for the County of Shoshone, State of Idaho, do hereby certify that I have carefully compared the foregoing copy of the Certificate of Increase of the Capital Stock of the Washington Water Power Company, with the certified copy thereof, and that the same is a true and correct transcript thereof, together with all the endorsements thereon, as the same appears on file at my office and in my custody.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my official seal at my office in Wallace, Idaho, this 8th day of January, A.D. 1914.


County Recorder.

* * * * *