

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

IDA-WEST ENERGY 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 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: **August 22, 1989**



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *August 22, 1989*  
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ARTICLES OF INCORPORATION SECRETARY OF STATE  
of  
IDA-WEST ENERGY COMPANY

The undersigned natural person of the age of 18 years or more, acting as incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Ida-West Energy Company is the name of the Corporation and its duration shall be perpetual.

ARTICLE II

The Corporation is being organized to engage in any and all lawful activities for which Corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is ten million (10,000,000) shares of voting common stock, \$.01 par value per share.

ARTICLE IV

Shareholders of the Corporation shall not have any preemptive right of subscription or purchase of shares of capital stock of the Corporation, or to acquire any obligations of the Corporation convertible into shares of capital stock of the Corporation.

ARTICLE V

No shareholder entitled to vote at any election for directors of the Corporation shall have the power to cumulate votes for the election of directors.

ARTICLE VI

The address of the initial registered office of this Corporation is P O Box 70, 1220 West Idaho Street, Boise, Idaho 83707, and the name of the initial registered agent at this address is Ronald L Williams.

ARTICLE VII

The number of directors of the Corporation shall be fixed by the By-laws of the Corporation. The number of directors constituting the initial Board of Directors of the Corporation is four and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Wayne W Anderson	1220 West Idaho Street Boise, Idaho 83702
Joseph W Marshall	1220 West Idaho Street Boise, Idaho 83702
K W Runyan	1220 West Idaho Street Boise, Idaho 83702
R V Hansberger	1412 West Idaho, Suite 206 Boise, Idaho 83702

ARTICLE VIII

The incorporator of this Corporation is Ronald L Williams, whose address is P O Box 70, 1220 West Idaho Street, Boise, Idaho 83707.

#### ARTICLE IX

The Corporation may purchase, either directly or indirectly, shares of capital stock as evidence of indebtedness issued or created by the Corporation, to the extent of unreserved or unrestricted capital surplus available. The directors may reissue such purchased shares or may provide that such shares not be reissued.

#### ARTICLE X

The Board of Directors may, from time to time, declare and pay dividends on the Corporation's outstanding shares in cash, property, or its own shares, to the extent legally available.

#### ARTICLE XI

The Board of Directors may, from time to time, distribute to the Corporation's shareholders, in partial liquidation, out of capital surplus of the Corporation, to the extent legally available, a portion of the Corporation's assets in cash or property.

#### ARTICLE XII

The Corporation shall indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another Corporation, partnership, joint venture,

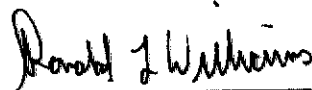
trust or other enterprise. The Corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition of the proceeding to the fullest extent not prohibited by law. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries that may be included in any statute, by-law, agreement, general or specific action of the Board of Directors, vote of shareholders or otherwise.

#### ARTICLE XIII

No Director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a Director; provided that this Article XIII shall not limit or eliminate the liability of a Director for any act or omission for which such limitation or elimination of liability is not permitted under the Idaho Business Corporation Act. No amendment to the Idaho Business Corporation Act that further limits the acts or omissions for which limitation or elimination of liability is permitted shall affect the liability of a Director for any act or omission which occurs prior to the effective date of such amendment.

I, Ronald L Williams, the incorporator of this Corporation, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

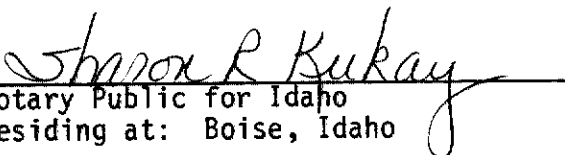
DATED this 22nd day of August, 1989.



RONALD L WILLIAMS

SUBSCRIBED AND SWORN To before me this 22nd day of August, 1989.

(NOTARIAL SEAL)

  
Notary Public for Idaho  
Residing at: Boise, Idaho