State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION
OF

FULCRUM, 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 FULCRUM, 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: September 28, 1984

Pete T. Cenarrusa

SECRETARY OF STATE

by:

GREAT SEAL OF THE STATE OF IDAHO
ESTO PERPETUA

CIP 181

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SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

FULCRUM, INC.,

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is FULCRUM, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to, the establishment of hydro-electric power projects and facilities within the State of Idaho, and any acts incidental thereto.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares at a par value of $10.00 per share.

FIFTH: Provisions denying pre-emptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are contained in the By-Laws of the corporation.

SEVENTH: The address of the initial registered office of the corporation is c/o Arthur L. Bloom, 4880 Barber Dam Road, Boise, Idaho, 83702, and the name of its initial registered agent at such address is Marjorie H. Bloom.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual

meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
Marjorie H. Bloom	4880 Barber Dam Road Boise, Idaho 83702
Arthur L. Bloom	4880 Barber Dam Road Boise, Idaho 83702
D. Blair Clark	599 W. Bannock Street Boise, Idaho 83702

NINTH: The name and address of each incorporator is:

NAME	ADDRESS
Marjorie H. Bloom	4880 Barber Dam Road Boise, Idaho 83702
Arthur L. Bloom	4880 Barber Dam Road Boise, Idaho 83702

WE, THE UNDERSIGNED, being each one of the original subscribers to the capital stock hereinbefore named for the purposes of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 28th day of September, 1984.

Marjorie H. Bloom

Marjorie H. Bloom

Arthur L. Bloom

Arthur L. Bloom

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 28th day of September, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared ARTHUR L. BLOOM and MARJORIE H. BLOOM, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Kathy M. Wilson
Notary Public for Idaho
Residing at Boise, Idaho