United States of America

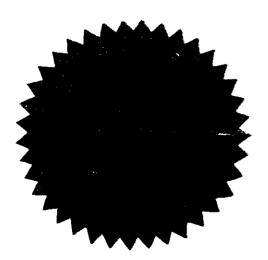
State of Mashington



TO ALL TO WHOM THESE PRESENTS SHALL COME BELLE REEVES

Secretary of State of the

State of Mashington and custodian of the Scale facility State, do hereby cardify that the annexed is a true and correct copy of the Amended Articles of Incorporation of THE WASHINGTON WATER POWER COMPANY, as received and filed in this office on June 7, 1938; and I further certify that the above named corporation is in good standing with all annual license fees paid to the end of the fiscal year, June 20, 1938.



In Testimony Whereof, I have hereunte set my hand und affixed hereso the Scale of the State of Washington. Done at the Capitol, at Olympia, this 7th day of June AD 1938.

Belle Records

By Charles 15, 1 Del

JUN 7-1938

BELLE REEVES

ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

THE WASHINGTON WATER POWER COMPANY.

**

We, the undersigned, being the President and Secretary of THE WASHINGTON WATER POWER COMPANY, a corporation of the State of Washington, having its principal place of business in the City and County of Spokane, State of Washington, DO HEREBY CERTIFY AS FOLLOWS:

- (a) That the annual meeting of the shareholders of the corporation was duly held at the office of said corporation in the City of Spokane, State of Washington, on the 6th day of June, 1938, at two o'clock in the afternoon, and that said meeting of the shareholders was held pursuant to notice thereof, which notice stated the time and place of said meeting and the purposes thereof, including among other things the following:
 - amend the Fifth Article of the Articles of Incorporation of the Company by striking the entire Fifth Article as it now stands and inserting a new Article instead thereof to read as follows:

"Fifth. That the number of Directors of the Corporation shall be nine."

(b) That at said meeting of the shareholders of the corporation the Articles of Incorporation of the Corporation were amended so as to change the number of Directors by the adoption of the following resolutions, which resolutions were fully and

0

 regularly adopted by the vote of the holders of more than twothirds of the voting power of all the shareholders of the corporation:

"RESOLVED, that the Articles of Incorporation of the Corporation be and the same hereby are amended pursuant to the provisions of Section 37 of Chapter 185 of the Washington Session Laws of 1933, so as to change the number of Directors from fifteen (15) to nine (9), by striking out the present Article Fifth of said Articles of Incorporation and by substituting in lieu thereof a new Article Fifth, which shall be and read as follows:

'Fifth. The number of Directors of the Corporation shall be nine.'

"AND IT IS FURTHER RESOLVED, that the President, or any Vice-President, and the Secretary, or any Assistant Secretary, of the corporation be and they are hereby authorized and directed to execute and file Articles of Amendment to the Articles of Incorporation of the Corporation, as required by law, and to perform and do such other acts and things as may seem to them necessary or desirable in order to make fully effective the intent and purpose of the foregoing resolution."

IN WITNESS WHEREOF, We have signed and sworn to these Articles of Amendment, in triplicate, under the Corporate Seal of THE WASHINGTON WATER POWER COMPANY, this 67 day of June, 1938.

President.

Secretary.

--

STATE OF WASHINGTON) SS, COUNTY OF SPOKANE /)

I, MCSAccounty, a Notary Public in and for the State and County aforesaid, duly commissioned, sworn and qualified, do hereby certify that on this day of June, 1938, before me personally appeared FRANK T. POST and L. E. MORSE, to me known and known to me to be the President and Secretary, respectively, of THE WASHINGTON WATER POWER COMPANY, and the individuals who executed the foregoing instrument and acknowledged the said instrument to be the free and voluntary act and deed of said Corporation for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument and that the seal affixed thereto is the corporate seal of said Corporation, and further acknowledged that they signed and sealed said instrument as their free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official seal the day and year first above written.

NOTARY PUBLIC in and for the State of Washington, residing at Spokane, Washington.

2

3

4

5 6

7

8

9

10

11 12

13

14

15 16

17

18

19 20

21

22

23 24

25

26

27

28

29

30

31

32

STATE OF WASHINGTON) 35, COUNTY OF SPOKANE

FRANK T. POST and L. E. MORSE, being first duly sworn, each upon oath, says:

That he has read the foregoing Articles of Amendment of the Articles of Incorporation of The Washington Water Power Company; that the undersigned, Frank T. Post, is President of The Washington Water Power Company; that the undersigned, L. E. Morse, is Secretary of said Corporation; and that each and every statement of fact contained in said Articles of Amendment and all of the same are true and correct.

GIVEN under my hand and official seal this 6 th June, 1938.

> of Washington, residing at Spokane, Washington.

ENDORSEMENT

State of Washington, ss.

Filed for record in the office of the Secretary of State JUNE 7, 1938 at 1:55 o'clock P. M. Recorded in Book ____ Page _

DOMESTIC CORPORATIONS

Belle Reeves Secretary of State.