

United States of America
State of Washington

DEPARTMENT



OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I,

J. GRANT HINKLE,

Secretary of State of the

State of Washington and custodian of the Seal of said State, do hereby

by certify that the foregoing copy of articles of incorporation
and nineteen amendments thereto of THE WASHINGTON WATER POWER COMPANY
has been compared by me with the record on file in this department
and that the same is a true copy thereof, and the whole of such
record.



In Testimony Whereof, I have hereunto set my
hand and affixed hereto the Seal of the State of Wash-
ington. Done at the Capitol, at Olympia,

this 30th day of April A.D. 19 30

J. Grant Hinkle

Secretary of State

By

amatto

Assistant Secretary of State

ARTICLES OF INCORPORATION OF "THE WASHINGTON WATER POWER CO."

Know all men by these presents that, we, have this day voluntarily associated ourselves together for the purpose of forming, and we do hereby form and agree to become a Corporation, under and by virtue of the laws of the Territory of Washington, and for such purpose we do hereby certify:—

FIRST, That the name of said Corporation is "The Washington Water Power Co."

SECOND, That the object and purposes for which said Corporation is formed are:—To buy, own, sell, lease, improve and deal in Real Estate, Water Power, Water Power Privileges, Sites and Franchises, Mill and Manufacturing Sites and Privileges. To erect, construct, own, operate and maintain Mills, Manufacturies, Canals, Aqueducts, Flumes, Dams, Ware-houses, Offices, Bridges, Rail Roads, tranways, Piers and structures, as may from time to time be deemed necessary, or for the best interests of the Corporation, upon its own premises or upon premises leased or otherwise acquired by it, in the County of Spokane, Washington Territory; and to do all other things pertaining to and for the benefit of the property. To do and to transact a general milling and manufacturing business in the County of Spokane, Territory of Washington. To Lease, Mortgage, Sell and convey the whole or any part of its property. To borrow money on the Bonds, Notes, Bills of Acceptance, or otherwise, of the Corporation, upon such terms and for such time and upon such rate of interest as the Board of Trustees may determine, and to secure the payment of the same by Mortgage upon the whole or part of its property, real, personal or mixed, or by such other means as its Board of Trustees may deem expedient. To loan its own money or dispose of, sell or convey its property, upon such terms and for such rate of Interest as the Board of Trustees may deem expedient, and to receive therefor such notes, Mortgages, or other evidence of indebtedness as its Board of Trustees may determine.

THIRD, That the amount of the Capital Stock of said Corporation is One Million Dollars (\$1,000,000.), divided into Ten Thousand (10,000) shares of One Hundred Dollars (\$100.00) each.

FOURTH, That the term for which said Corporation is to exist is fifty years from and after the date of its incorporation.

FIFTH, That the number of Trustees of the Corporation shall be nine, and the names of those Trustees who shall manage the concerns of the Corporation until the expiry of the six months from the date hereof, and their places of residence are as follows:—

| | | | | | | | | |
|--------------------|---|---|---|---|---|---|---|---------------------------|
| D. C. Corbin, | - | - | - | - | - | - | - | Spokane Falls, Wash. Ter. |
| F. Rockwood Moore, | - | - | - | - | - | - | - | " " " " |
| John W. Chapman, | - | - | - | - | - | - | - | " " " " |
| Cyrus R. Burns, | - | - | - | - | - | - | - | " " " " |
| John D. Sherwood, | - | - | - | - | - | - | - | " " " " |
| J. P. M. Richards, | - | - | - | - | - | - | - | " " " " |
| Wm. Pettit, | - | - | - | - | - | - | - | " " " " |
| W. S. Norman, | - | - | - | - | - | - | - | " " " " |
| H. Bolster, | - | - | - | - | - | - | - | " " " " |

SIXTH, That the principal place of business of said Corporation shall be Spokane Falls, Spokane County, Washington Territory.

IN WITNESS WHEREOF, we have set our hands and seals under these presents (in triplicate) this 13th day of March, 1889.
In presence of:—

A. A. Newbery

John Murray.

F. Rockwood Moore (Seal)

John D. Sherwood (Seal)

H. Bolster (Seal)

W. S. Norman (Seal)

Cyrus R. Burns (Seal)

TERRITORY OF WASHINGTON,
COUNTY OF SPOKANE.

ss

BE IT REMEMBERED that on this 13th day of March, 1889, before me the undersigned, a Notary Public in and for said Territory, personally appeared the within named F. Rockwood Moore, J. D. Sherwood, H. Bolster, W. S. Norman and Cyrus R. Burns, personally known to me to be the identical persons who subscribed the foregoing Articles of Incorporation and severally acknowledged to me that they signed and sealed the same as their free and voluntary act and deed, for the uses and purposes therein set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand and Notarial Seal the day and year last above written.

J. M. Kinnaird

Notary Public in and for
Washington Territory.

[J. M. Kinnaird,
Notary Public, Washington Territory.]

No. 1716.

AMENDED AND SUPPLEMENTARY ARTICLES OF INCORPORATION OF THE
"WASHINGTON WATER POWER COMPANY."

The undersigned F. Rockwood Moore, John D. Sherwood, H. Bolster, W. S. Norman and Cyrus R. Burns, having on the 13th day of March 1889 Executed the following Articles of Incorporation of the "Washington Water Power Company", viz:

"ARTICLES OF INCORPORATION OF THE WASHINGTON WATER POWER
COMPANY.

KNOW ALL MEN BY THESE PRESENTS that we have this day voluntarily associated ourselves together for the purpose of forming and we do hereby form and agree to become a corporation under and by virtue of the laws of the Territory of Washington and for such purpose we do hereby certify:—

FIRST, That the name of said Corporation is the Washington Water Power Co.

SECOND, That the object and purposes for which said corporation is formed are:—To buy, own, sell, lease and deal in Real Estate, Water Power, Water Power Privileges, Sites and Franchised, Mill and Manufacturing Sites and Privileges. To erect, construct, own, operate and maintain Mills, Manufacturies, Canals, Acqueducts, Flumes, Dams, Warehouses, Offices, Bridges, Railroads, Tramways, Piers and structures as may from time to time be deemed necessary or for the best interests of the corporation upon its own premises, or upon premises leased or otherwise acquired by it in the County of Spokane, Washington Territory, and to do all other things pertaining to and for the benefit of the property. To do and to transact a general milling and manufacturing business in the County of Spokane, Territory of Washington. To lease, mortgage, sell and convey the whole or any part of its property. To borrow money on bonds, notes, bills of acceptance or otherwise of the corporation upon such terms and for such time and upon such rate of interest as the Board of Trustees may determine; and to secure the payment of the same by mortgage upon the whole or a part of its property, real, personal or mixed, or by such other means as its Board of Trustees may deem expedient. To loan its own money or dispose of sell or convey its property, upon such terms, and for such rate of interest as the Board of Trustees may deem expedient, and to receive therefor such notes, mortgages or other evidence of indebtedness as its Board of Trustees may determine.

THIRD, That the amount of the capital stock of said corporation is One Million (\$1,000,000) Dollars divided into Ten Thousand (10,000) shares of One Hundred (\$100) Dollars each.

FOURTH, That the term for which said corporation is to exist is fifty years from and after the date of its incorporation.

FIFTH, That the number of trustees of the corporation shall be nine and the names of the

trustees who shall manage the concerns of the corporation until the expiring of the six months from the date hereof and their places of residence are as follows:—

| | | | | | | | | |
|--------------------|---|---|---|---|---|---|---|----------------------|
| D. C. Corbin, | - | - | - | - | - | - | - | Spokane Falls, W. T. |
| F. Rockwood Moore, | - | - | - | - | - | - | - | " " " " |
| John W. Chapman, | - | - | - | - | - | - | - | " " " " |
| Cyrus R. Burns, | - | - | - | - | - | - | - | " " " " |
| John D. Sherwood, | - | - | - | - | - | - | - | " " " " |
| J. P. M. Richards, | - | - | - | - | - | - | - | " " " " |
| Wm. Pettit, | - | - | - | - | - | - | - | " " " " |
| W. S. Norman, | - | - | - | - | - | - | - | " " " " |
| H. Bolster, | - | - | - | - | - | - | - | " " " " |

SIXTH, That the principal place of business of said corporation shall be Spokane Falls, Spokane County, Washington Territory.

IN WITNESS WHEREOF we have set our hands and seals under these presents (in triplicate) this 13th day of March, 1889.

In Presence of:

A. A. Newbery,
John Murray,

F. Rockwood Moore, (Seal)
H. Bolster, (Seal)
W. S. Norman, (Seal)
Cyrus R. Burns, (Seal)

TERRITORY OF WASHINGTON,
COUNTY OF SPOKANE.

ss:

BE IT REMEMBERED that on this 13th day of March, 1889, before me the undersigned a Notary Public in and for said Territory personally appeared the within named F. Rockwood Moore, John D. Sherwood, H. Bolster, W. S. Norman and Cyrus R. Burns, personally known to me to be the identical persons who subscribed the foregoing articles of incorporation and severally acknowledged to me that they signed and sealed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand and Notarial Seal the day and year last above written.

J. M. Kinnaird
Notary Public in and for Washington Territory."

And said corporators and the said corporation having determined, and being desirous of amending said Articles of Incorporation do hereby certify and declare the following amendments to paragraph second of said original articles of Incorporation, viz: That said article second of said original Articles of Incorporation of the said Washington Water Power Company, be and the same is hereby amended to read as follows:

"SECOND, That the object and purposes for which said corporation is formed are: To buy, own, sell, lease, improve and deal in Real Estate, Water Power, Water Power Privileges, Sites and Franchises, Mill and Manufacturing Sites and Privileges. To erect, construct, own, operate and maintain Mills, Manufactories, Canals, Aqueducts, Flumes, Dams, Warehouses, Offices, Bridges, Railroads, Tramways, Piers and structures, as may from time to time be deemed necessary, or for the best interests of the Corporation, upon its own premises, or upon premises leased or otherwise acquired by it in the County of Spokane, Washington Territory (now state of Washington) and to do all other things pertaining to and for the benefit of the property. To do and to transact a general milling and manufacturing business in the County of Spokane, Territory (now state) of Washington. To lease mortgage, sell and convey the whole or any part of its property. To borrow money on bonds, notes, bills of acceptance or otherwise of the corporation upon such terms and for such time and upon such rate of interest as the Board of Trustees may determine; and to secure the payment of the same by mortgage upon the whole or part of its prop-

erty, real, personal or mixed or by such other means as its Board of Trustees may deem expedient. To loan its own money or dispose of, sell or convey its property, upon such terms and for such rate of interest as the Board of Trustees may deem expedient and to receive therefor such notes, mortgages or other evidence of indebtedness as the Board of Trustees may determine. To buy, sell, hypothecate, hold, manage, vote and deal in the stock, bonds, notes and securities of other corporations having capital stock for whatsoever business the same may be organized, and to that end in good faith if desired to acquire its own stocks and exchange the same for the stock, bonds, notes and securities of such other corporations.

That in all other respects said original Articles of incorporation be and remain as originally executed and filed.

IN TESTIMONY WHEREOF the said Washington Water Power Company has hereunto set its corporate name by its President and has caused the same to be attested by its Secretary with its corporate seal and the said F. Rockwood Moore, John D. Sherwood, H. Bolster, W. S. Norman and Cyrus R. Burns have hereunto set their hands and seals in triplicate.

The Washington Water Power Co.

By F. Rockwood Moore Prest

W. S. Norman Secy

F. Rockwood Moore (Seal)

J. D. Sherwood (Seal)

H Bolster (Seal)

W S Norman (Seal)

C R Burns (Seal)

In presence of:

John MacKenzie

H A Moser

[The Washington Water Power Company. Corporate Seal]

STATE OF WASHINGTON,

ss:

COUNTY OF SPOKANE

On this 8th day of October, 1890, before me Geo H Leonard a Notary Public in and for the State of Washington, personally appeared F Rockwood Moore to me known to be the President of the Washington Water Power Company, the corporation that executed the within instrument who acknowledged to me that said corporation executed the same, by and through himself as President as his and its free & voluntary act and deed for the uses and purposes therein mentioned

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, the day and year last above written.

Geo H Leonard

Notary Public.

Residing in Spokane Falls, in said County and State.

[Geo. H. Leonard.

Notary Public State of Washington

Expiration of Commission Jan. 24, 1894.]

STATE OF WASHINGTON,

ss:

COUNTY OF SPOKANE,

BE IT REMEMBERED that on this 8th day of October, 1890, before me the undersigned, a notary public in and for said State, personally appeared the within named F. Rockwood Moore, John D. Sherwood, H. Bolster, W. S. Norman and Cyrus R. Burns personally known to me to be the identical persons who subscribed the foregoing Amended and Supplementary Articles of Incorporation and severally acknowledged to me that they signed and sealed the same as their

free and voluntary act and deed for the uses and purposes therein set forth.

IN TESTIMONY WHEREOF I have hereunto set my hand and notarial Seal the day and year last above written.

Geo H Leonard

Notary Public.

Residing in Spokane Falls, in said County and State.

[Geo. H. Leonard,
Notary Public State of Washington.
Expiration of Commission Jan. 24, 1894.]

No. 2011.

THIS IS TO CERTIFY: That upon the 1st day of August 1891, the following notice of a stockholders meeting was made and signed by F Rockwood Moore, Cyrus R Burns, J W Chapman, J D Sherwood and W S Norman, then and there being the trustees of The Washington Water Power Company, a corporation duly organized and existing under and by virtue of the laws of the State of Washington, to-wit:—

NOTICE OF STOCKHOLDERS MEETING

To The Stockholders of The Washington Water Power Co.:

YOU ARE HEREBY NOTIFIED that a meeting of the stockholders of The Washington Water Power Company, a corporation organized and existing under the laws of Washington, will be held at the office of the Company in the City of Spokane, State of Washington, on the 28th day of September 1891 at 9.30 o'clock A. M.

That the object and purpose for which said meeting is called is to increase the capital stock to the amount of One Million and Five Hundred Thousand Dollars (\$1,500,000) to be divided into 15,000 shares of the par value of \$100 each.

F Rockwood Moore,
Cyrus R Burns,
J W Chapman,
J D Sherwood,
W S Norman.

Dated August 1 1891.

That thereafter, and on to-wit, the 2nd day of August 1891, the same was published in the Spokane Sunday Review, a newspaper then and there published in the County of Spokane and State of Washington, and of general circulation in said County, where the principal place of business of said corporation then was and now is located. That the same was thereafter published in each and every issue of said paper from said date to the 28th day of September, 1891.

That thereafter in pursuance of said notice, and on to-wit: the 28th day of September 1891 at the hour of 9.30 o'clock A. M. of said day, and in the office of said Washington Water Power Company in the City and County of Spokane, State of Washington, a meeting was held, the same being the time and place specified in said notice of meeting of the stockholders of this Company, at which meeting there were present the following persons owning the number of shares set opposite their respective names, to-wit:—

| | | | | | | | | |
|--------------------------|---|---|---|---|---|---|-----|--------|
| J W Chapman representing | - | - | - | - | - | - | 843 | Shares |
| W S Norman | " | - | - | - | - | - | 607 | " |
| J D Sherwood | " | - | - | - | - | - | 901 | " |
| F R Sherwood | " | - | - | - | - | - | 414 | " |
| J L Prickett | " | - | - | - | - | - | 593 | " |
| W Pettit | " | - | - | - | - | - | 333 | " |
| H Brook | " | - | - | - | - | - | 96 | " |

| | | | | | | | | |
|---|---|---|---|---|---|---|-----|--------|
| The following proxies were also handed in | | | | | | | | |
| Geo H Southard by W S Norman, proxy | - | - | - | - | - | - | 195 | Shares |
| Edwin Packard | " | " | " | " | " | " | 195 | " |

| | | | | | | | | |
|------------------|--------------|---|---|---|---|---|---------|---|
| Josiah O Low | " | " | " | - | - | - | 49 | " |
| E J M Hale | " | " | " | - | - | - | 100 | " |
| A L Mills | " | " | " | - | - | - | 81 | " |
| F Rockwood Moore | " | " | " | - | - | - | 1778 | " |
| S Z Mitchell | " | " | " | - | - | - | 70 | " |
| A Holland | " | " | " | - | - | - | 40 | " |
| Jas A Perkins | " | " | " | - | - | - | 60 | " |
| Jos. Howard | " | " | " | - | - | - | 100 | " |
| J N Glover | " | " | " | - | - | - | 108 | " |
| H Bolster | " | " | " | - | - | - | 660 | " |
| F E Goodall | " | " | " | - | - | - | 20 | " |
| Jas Morris | " | " | " | - | - | - | 200 | " |
| H M Casey | J L Prickett | " | " | - | - | - | 90 | " |
| H L Cutter | " | " | " | - | - | - | 322 | " |
| J P M Richards | W. Pettit | " | " | - | - | - | 141.30 | " |
| | | | | | | | 8005.30 | " |

the above parties then and there being two thirds (2-3) of all the stockholders of the said Washington Water Power Company, and owning and holding two thirds of all the stock of said Company.

MINUTES OF SPECIAL MEETING OF STOCKHOLDERS NOTICE OF STOCKHOLDERS MEETING

To the Stockholders of the Washington Water Power Company:

YOU ARE HEREBY NOTIFIED that a meeting of the stockholders of the Washington Water Power Company, a corporation organized and existing under the laws of Washington, will be held at the office of the company in the city of Spokane, state of Washington, on the 28th day of September, 1891, at 9:30 o'clock A. M.

That the object and purpose for which said meeting is called is to increase the capital stock to the amount of one million and five hundred thousand dollars (\$1,500,000), to be divided into 15,000 shares of the par value of \$100 each.

F. Rockwood Moore,
Cyrus R. Burns,
J. W. Chapman,
J. D. Sherwood
W. S. Norman,
Trustees.

Dated 1st day of August, 1891.

Pursuant to the call for a stockholders' meeting for the purpose of increasing the capital stock of this Company, a copy of which call is inserted at the commencement of these minutes, a meeting of stockholders was held this day at 9:30 A. M. at the office of the Company.

On motion J W Chapman was appointed Chairman and W S Norman Secretary of the meeting.

The following stock was represented at the meeting:—

| | | | | | | | | |
|--------------------------|---|---|---|---|---|---|-----|--------|
| J W Chapman representing | - | - | - | - | - | - | 843 | Shares |
| W S Norman | " | - | - | - | - | - | 607 | " |
| J D Sherwood | " | - | - | - | - | - | 901 | " |
| F R Sherwood | " | - | - | - | - | - | 414 | " |
| J L Prickett | " | - | - | - | - | - | 593 | " |
| W Pettit | " | - | - | - | - | - | 333 | " |
| H Brook | " | - | - | - | - | - | 96 | " |

On motion Messrs J L Prickett and J D Sherwood were appointed a Committee on

proxies. The Committee having examined the proxies reported that the following proxies had been legally executed and qualified:—

| | | | | | |
|------------------------------------|---|---|---|--------|--------|
| Geo H Southard by W S Norman proxy | - | - | - | 195 | Shares |
| Edwin Packard | " | " | " | 195 | " |
| Josiah O Low | " | " | " | 49 | " |
| E J M Hale | " | " | " | 100 | " |
| A L Mills | " | " | " | 81 | " |
| F Rockwood Moore | " | " | " | 1778 | " |
| S Z Mitchell | " | " | " | 70 | " |
| A Holland | " | " | " | 40 | " |
| Jas A Perkins | " | " | " | 60 | " |
| Jos. Howard | " | " | " | 100 | " |
| J N Glover | " | " | " | 108 | " |
| H Bolster | " | " | " | 669 | " |
| F E Goodall | " | " | " | 20 | " |
| Jas Morris | " | " | " | 200 | " |
| H M Casey | " | " | " | 90 | " |
| H I. Cutter | " | " | " | 322 | " |
| J P M Richards | " | " | " | 141.30 | " |

On motion the Committee's report was accepted.

8005.30 "

W S Norman moved, and J L Prickett seconded the following Resolution:—

RESOLVED: That the capital stock of this corporation be increased to \$1,500,000, to be divided into 15,000 shares, of the par value of \$100 each.

After a full discussion of the Resolution, a ballot was taken. The Chair appointed Messrs J D Sherwood and J L Prickett to superintend the ballot. They reported that 8005.30 shares voted in favor of the Resolution, being the entire vote of all the stock represented. There having been more than two thirds of all the shares of the capital stock of said corporation voted in favor of the resolution, the Chairman declared the motion carried.

Meeting then adjourned.

W S Norman,
Secretary.

This further certifies that the whole amount of the capital stock prior to the increase as aforesaid of the Washington Water Power Company was 10,000 shares of the par value of \$100 each, that \$1,000,000 of capital was before the date of said meeting actually paid into the Treasury of said Company, that the whole amount of the debts and liabilities of said company is \$526,360.32 over and above the capital stock; that the amount to which the capital stock is to be increased by virtue of the proceedings aforesaid, and of this certificate is 15,000 shares of the par value of \$100 each, making a total of \$1,500,000.

This further certifies that the undersigned J W Chapman and W S Norman are respectively the persons named in the proceedings of this meeting heretofore set out in this certificate, and were then and there respectively the Chairman and Secretary of said meeting.

IN WITNESS WHEREOF, we have hereunto set our hands in triplicate this 28th day of September 1891.

J W Chapman
Chairman
W S Norman
Secretary

STATE OF WASHINGTON
COUNTY OF SPOKANE

}
ss.

J W Chapman and W S Norman being first duly sworn each for himself, and not one

for the other, upon his oath, deposes and says that they were respectively the Chairman and Secretary of the meeting of September 28 1891 of the stockholders of the Washington Water Power Company, the minutes and proceedings of which are set out in the foregoing certificate, and that he has read the foregoing certificate and knows the contents thereof, and that the matters and things therein contained are true.

J. W. Chapman

W S Norman

Subscribed in triplicate and sworn to before me this the 28th day of September 1891.

A. P. Sawyer

Notary Public

Residing at Spokane, Washington.

[A. P. Sawyer,
Notary Public State of Washington.
Commission Expires March 21, 1894.]

STATE OF WASHINGTON
COUNTY OF SPOKANE

ss

We, Cyrus R Burns, J W Chapman, J D Sherwood and W S Norman do hereby certify that we now are, and upon September 28th 1891 at the time of the stockholders meeting of the Washington Water Power Company on said date, the minutes whereof are set out in the foregoing certificate, were Trustees of said Company, and a majority of all the Trustees of said Company.

That we have read the foregoing certificate of J W Chapman and W S Norman and that the same is true and correct.

We further certify that J W Chapman was Chairman of said meeting, and that he is the person who signed and verified the foregoing certificate as such Chairman. That the said W S Norman was Secretary of said meeting, and that he is the same person who signed and verified such certificate as Secretary.

WITNESS our hands in triplicate this 28th day of September 1891.

C R Burns

J W Chapman

J D Sherwood

W S Norman

No. 7949.

AMENDED AND SUPPLEMENTAL ARTICLES OF INCORPORATION OF THE
WASHINGTON WATER POWER COMPANY

WHEREAS, the articles of incorporation of THE WASHINGTON WATER POWER COMPANY were executed on March 13, 1889, and the same were amended by supplemental articles of incorporation on the 8th day of October, 1890; and

WHEREAS, the stockholders of said THE WASHINGTON WATER POWER COMPANY have again amended the articles of incorporation of the said company, and directed that the Board of Trustees, or a majority thereof, sign and file supplemental articles of incorporation, in the manner and form and as required by law i. e., by supplementing article two of said articles of incorporation by adding thereto the following, to-wit:

"To acquire, own, sell, lease, equip, maintain, operate, transmit, furnish, deliver, deal in electricity, electric power, electric light plants, and all kinds of electrical machinery and apparatus, and to erect, construct, equip, maintain and operate poles, wires, and all matters and things

necessary or proper to fully enjoy each and all said powers and privileges; to buy, own, sell, lease, improve, deal in, maintain and conduct parks, natatoriums, places of amusement, and all matters and things incident thereto, or properly connected therewith, and to do any and all matters and things which may lawfully be done in order that said company may fully enjoy all the powers and privileges hereinbefore enumerated."

And by also adding the words: "street railways" after the word: "railroads" as the same appears in the amended supplemental articles of incorporation of said company.

Which articles were authorized to be so amended and supplemented on the 20th day of May, 1899, at a meeting duly called and held for that purpose, and were so amended and supplemented on said 20th day of May, 1899, by the stockholders of said company, and the Board of Trustees, or a majority thereof, were authorized and directed to execute in the proper form amended articles of incorporation as aforesaid in the manner authorized and required by law, and file the same in the manner required by law; and

WHEREAS, the Board of Trustees of said company, in pursuance of such authority and direction by the stockholders, do hereby certify and declare the following to be paragraph "Second" of said articles of incorporation as the same were, have been, and are hereby amended, so as to, and that the same shall, now, and does, read as follows, to wit:

"SECOND: That the object and purposes for which said corporation is formed are: To buy, own, sell, lease, improve and deal in real estate, water power, water power privileges, sites and franchises, mill and manufacturing sites and privileges; to erect, construct, own, operate and maintain mills, manufacturies, canals, aqueducts, flumes, dams, warehouses, offices, bridges, railroads, street railways, tramways, piers and structures, as may from time to time be deemed necessary or for the best interest of the corporation upon its own premises, or upon premises leased or otherwise acquired by it in the County of Spokane, Washington Territory (now State of Washington), and to do all other things pertaining to, and for the benefit of the property; to do and transact a general milling and manufacturing business in the County of Spokane, Territory (now state) of Washington; to lease, mortgage, sell and convey the whole, or any part of its property; to borrow money on bonds, notes, bills of acceptance or otherwise of the corporation upon such terms and for such time and upon such rate of interest as the Board of Trustees may determine, and to secure the payment of the same by mortgage upon the whole or part of its property, real, personal, or mixed, or by such other means, as its Board of Trustees may deem expedient; to loan its own money or dispose of, sell or convey its property upon such terms and for such rate of interest as the Board of Trustees may deem expedient; and to receive therefor such notes, mortgages or other evidence of indebtedness as the Board of Trustees may determine; to buy, sell, hypothecate, hold, manage, vote and deal in the stocks, bonds, notes, and securities of other corporations having capital stock for whatsoever business the same may be organized, and to that end, in good faith, if desired, to acquire its own stocks and exchange the same for the stock, bonds, notes, and securities of such other corporations; to acquire, own, sell, lease, equip, maintain, operate, transmit, furnish, deliver, deal in electricity, electric power, electric light plants, and all kinds of electrical machinery and apparatus, and to erect, construct, equip, maintain, and operate poles, wires and all matters and things necessary or proper to fully enjoy each and all said powers and privileges; to buy, sell, own, lease, improve, deal in, maintain, and conduct parks, natatoriums, places of amusement, and all matters and things incident thereto, or properly connected therewith, and to do any and all matters and things which may lawfully be done in order that said company may fully enjoy all the powers and privileges hereinbefore enumerated."

IN TESTIMONY WHEREOF, the said THE WASHINGTON WATER POWER COMPANY has hereunto set its corporate name, by its President, and caused the same to be attested by its Secretary, with its corporate seal, and a majority of the Board of Trustees of said corporation have hereunto signed, sealed, executed and delivered this instrument, to wit: "Amended And Supplemental Articles of Incorporation" of THE WASHINGTON WATER POWER COMPANY; all of which was done in triplicate.

THE WASHINGTON WATER POWER
COMPANY:

By Henry M. Richards President.

By D L Huntington Secretary.

| | |
|-------------------|--------|
| Henry M. Richards | (Seal) |
| D L Huntington, | (Seal) |
| J. D. Sherwood | (Seal) |
| Chas G Reeder | (Seal) |
| A B Campbell, | (Seal) |
| J. N. Glover | (Seal) |

Signed, sealed and delivered, in the presence of:

Chas E Adams,
W. H. Burtt.

[The Washington Water Power Company.
Corporate Seal]

STATE OF WASHINGTON
COUNTY OF SPOKANE

} ss

23rd May,
On this ~~8th~~ day of ~~June~~, 1899, before me CHAS. E. ADAMS a Notary Public in and for the State of Washington, personally appeared HENRY M. RICHARDS, President, and D. L. HUNTINGTON, Secretary, to me known to be the president and secretary respectively of 'THE WASHINGTON WATER POWER COMPANY and who executed the above and foregoing instrument in triplicate, in the name of the, and on behalf of, THE WASHINGTON WATER POWER COMPANY, and acknowledged to me that the same was executed by and through them as their, his, and its free and voluntary act and deed, for the uses and purposes therein mentioned; that they are acquainted with the seal of said corporation, and the seal hereto attached is the seal of said corporation; all of which is done in pursuance of, and after authorization and direction by the stockholders of the said company by resolution duly passed on the 20th day of May, 1899.

This is to further certify that on said date personally appeared before me HENRY M. RICHARDS, D. L. HUNTINGTON, J. D. SHERWOOD, C. G. REEDER A B CAMPBELL J. N. GLOVER
~~And A B Campbell~~

to me personally known to be the persons who compose and constitute a majority of the Board of Trustees of 'THE WASHINGTON WATER POWER COMPANY, and who executed the within and foregoing instrument in triplicate and acknowledged to me that they, and each of them, executed the same as such trustee and his free and voluntary act and deed for the uses and purposes therein mentioned, and in pursuance of, and in accordance with resolution and direction of the Board of Trustees of said Company duly passed at a meeting duly and regularly called and held on the 20th day of May, 1899.

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

Chas. E. Adams,
Notary Public in and for the State of Washington
Residing at Spokane, said State.

[Chas. E. Adams,
Notary Public, State of Washington.
Commission Expires April 30, 1900.]

[Five Cents
United States Inter. Revenue C. E. A.
June 8, 1899.]

[Five Cents
United States Inter. Revenue C. E. A.
June 8, 1899.]

CERTIFICATE OF INCREASE OF STOCK OF THE WASHINGTON WATER POWER COMPANY.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, chairman and secretary of the meeting of the stockholders of The Washington Water Power Company, and the majority of the trustees of said company, do hereby 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 more than 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 fifteen thousand shares of the par value of one hundred dollars per share to twenty thousand shares of the par value of one hundred dollars per share; that is, from one million five hundred thousand dollars to two million dollars capital; and which said notice further specified the time and place where 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 Symons Block, 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 one million five hundred thousand dollars to two million dollars, and from fifteen thousand shares of the par value of one hundred dollars each to twenty thousand shares of the par value of one hundred dollars each; and this certificate is made in compliance with and in conformity to Section 4273 of Ballinger's Code of the state of Washington.

This is to further certify that the amount of the capital stock of said company actually paid in is one million five hundred thousand dollars, and that the whole amount of the debts and liabilities of said company aggregate Sixteen hundred & fifty thousand (1,650,000.) dollars, and that the amount to which the capital stock of said company is increased is two million dollars; that is, the capital stock is increased from one million five hundred thousand dollars to two million dollars.

We further certify that Henry M. Richards was chairman and D. L. Huntington secretary of said stockholders meeting.

Henry M. Richards,
Chairman of said Stockholders Meeting.

D. L. Huntington,
Secretary of said Stockholders Meeting.

Henry. M. Richards.

J. D. Sherwood

D L Huntington

A B Campbell

J. P. M. Richards

Majority of Trustees of
The Washington Water Power Company.

STATE OF WASHINGTON,
COUNTY OF SPOKANE.

} ss.

Henry M. Richards, D. L. Huntington, A. B. Campbell, J. D. Sherwood, J. P. M. Richards
being each first duly sworn, each upon oath deposes and says:

That he is the same person who subscribed (in triplicate) the above and foregoing certificate and affidavit; that he has read the same and knows the contents thereof, and that the same is true; that the said Henry M. Richards was chairman of said stockholders meeting, and the said

D. L. Huntington was secretary of said stockholders meeting, and that the above-mentioned persons are a majority of the trustees of said company and corporation.

And we and each of us do hereby certify and verify the above and foregoing statements and each of them, in triplicate originals.

Henry M. Richards
D L. Huntington
A B Campbell
J. D. Sherwood
J. P. M. Richards

[Robert W. Greene,
Notary Public, State of Washington.
Commission Expires August 11th, 1903.]

Subscribed and sworn to before me this 19th day of September, 1900.

Robert W. Greene
Notary Public in and for the State of Washington,
Residing at Spokane, Washington.

[Ten Cents,
United States Inter. Revenue,
Sept. 19th, 1900. Cancel.]

STATE OF WASHINGTON,
COUNTY OF SPOKANE.

} ss.

THIS IS TO CERTIFY that on this 19th day of September, 1900, before me, the undersigned, a notary public for the state of Washington, personally appeared Henry M. Richards, to me personally known and known to be the person who executed the foregoing instrument as chairman of stockholders meeting, and D. L. Huntington, to me personally known and known to be the person who executed in triplicate the foregoing instrument as secretary of stockholders meeting, and A. B. Campbell, J. D. Sherwood, J. P. M. Richards, to me personally known and known to me to be the persons who executed the foregoing instrument in triplicate as a majority of the trustees of The Washington Water Power Company; and they and each and every of them acknowledged that they, and each and every 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 meeting of the stockholders of said company, under the order and direction of 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 last above written.

Robert W. Greene
Notary Public in and for the State of Washington,
Residing at Spokane, Washington.

[Robert W. Greene,
Notary Public, State of Washington.
Commission Expires August 11th, 1903.]

[Ten Cents,
United States Inter. Revenue,
Sept. 19th, 1900. Cancel.]

No. 11163.

AMENDED AND SUPPLEMENTAL ARTICLES OF INCORPORATION—OF—THE
WASHINGTON WATER POWER COMPANY.

WHEREAS, the Articles of Incorporation of THE WASHINGTON WATER POWER COMPANY

were executed on March 13, 1889, and the same were amended by supplemental articles of incorporation on the 8th day of October, 1890, and on the 20th day of May, 1899, respectively, and

WHEREAS, the stockholders of the said THE WASHINGTON WATER POWER COMPANY have unanimously again amended the articles of incorporation of the said company and directed that the board of trustees, or a majority thereof, sign and file amended and supplemental articles of incorporation in the manner and form as required by law, viz: by amending Article Second of said articles of incorporation by striking therefrom the following words, to-wit:

"In the County of Spokane, Washington Territory (now state of Washington)" and "in the County of Spokane, Territory (now state) of Washington".

And by also adding the following words to said Article Second of said articles of incorporation:

"To buy, sell, mortgage, erect, construct, maintain and operate telephone lines, poles, wires, cross arms and all matters and things incident thereto or proper or necessary therefor".

Which article was authorized to be so amended on the 3rd day of March, 1902, at the regular annual meeting of said company, duly and regularly called and held, and was so amended on said 3rd day of March, 1902, by all the stockholders of said company, and the Board of Trustees, or a majority thereof, were authorized and directed to execute in the proper form amended articles of incorporation, as aforesaid, in the manner authorized and required by law, and file the same in the manner required by law, and

WHEREAS, the board of trustees of said company, in pursuance of such authority and direction of the stockholders, does hereby certify and declare the following to be Article Second of said articles of incorporation, which was, has been, and is hereby amended so as to, and that the same shall now, and does, read as follows, to-wit:

SECOND: That the objects and purposes for which said corporation is formed are: To buy, own, sell, lease, improve and deal in real estate, water power, water power privileges, sites and franchises, mill and manufacturing sites and privileges; to erect, construct, own, operate and maintain mills and manufactories, canals, aqueducts, flumes, dams, warehouses, offices, bridges, railroads, street railways, tramways, piers and structures, as may from time to time be deemed necessary or for the best interest of the corporation, upon its own premises, or upon the premises leased or otherwise acquired by it, and to do all other things pertaining to and for the benefit of the property; to do and transact a general milling and manufacturing business; to lease, mortgage, sell and convey the whole or any part of its property; to borrow money on bonds, notes, bills of acceptance, or otherwise, of the corporation, upon such terms and for such time and upon such rate of interest as the board of trustees may determine, and to secure the payment of the same by mortgage upon the whole or any part of its property, real, personal or mixed, or by such other means as its board of trustees may deem expedient; to loan its own money, or dispose of, sell or convey its property upon such terms and for such rate of interest as the board of trustees may deem expedient, and to receive therefor such notes, mortgages, or other evidences of indebtedness as the board of trustees may determine; to buy, sell hypothecate, hold, manage, vote and deal in the stock and bonds, notes and securities of other corporations having capital stock, for whatsoever business the same may be organized, and to that end in good faith if desired, to acquire its own stocks and exchange the same for stocks, bonds, notes and securities of such other corporations; to acquire, own, sell, lease, equip, maintain, operate, transmit, furnish, deliver, deal in electricity, electric power, electric light plants, and all kinds of electrical machinery and apparatus, and to erect, construct, equip, maintain and operate poles, wires, and all other matters and things necessary or proper to fully enjoy each and all of said powers and privileges; to buy, sell, own, lease, improve, deal in, maintain and conduct parks, natatoriums, places of amusement, and all matters and things incident thereto, or properly connected therewith; to buy, sell, mortgage, erect, construct, maintain and operate telephone lines, poles, wires, cross arms and all matters and things incident thereto or proper or necessary therefor, and to do any and all matters and things which may lawfully be done in order that said company may fully enjoy all the powers and privileges hereinbefore enumerated.

IN TESTIMONY WHEREOF, the said The Washington Water Power Company has hereunto set its corporate name by its President, and caused the same to be attested by its Secretary, with

its corporate seal, and a majority of the board of trustees of said corporation have hereunto signed, sealed, executed and delivered this instrument, to-wit: Amended and Supplemental Articles of Incorporation of The Washington Water Power Company, all of which was done in triplicate.

THE WASHINGTON WATER POWER
COMPANY,

By Henry M. Richards, President.

A B Campbell (Seal)
J. D. Sherwood (Seal)
J. P. M. Richards (Seal)
J. N. Glover (Seal)
Chas. G. Reeder (Seal)
D L Huntington (Seal)

Attest:

D L Huntington, Secretary.

[The Washington Water Power Company. Corporate Seal]

Witnesses:

Robert W Greene
H. L. Bleecker.

STATE OF WASHINGTON.
COUNTY OF SPOKANE.

ss.

On this third day of March, 1902, before me, Robert W. Greene, a Notary Public in and for the state of Washington, personally appeared Henry M. Richards, President, and D. L. Huntington, Secretary, to me known to be the President and Secretary, respectively, of The Washington Water Power Company, and who executed the above and foregoing instrument in triplicate in the name of and on behalf of The Washington Water Power Company, and acknowledged to me that the same was executed by and through them as their, his, and its free and voluntary act and deed for the uses and purposes therein mentioned; that they are acquainted with the seal of said corporation and the seal hereto attached is the seal of said corporation, all of which is done in pursuance of and after authorization and direction by the stockholders of the said company by resolution duly passed on the third day of March, 1902.

This is to further certify that on said date also personally appeared before me D. L. Huntington, J. P. M. Richards, A. B. Campbell, C. G. Reeder, J. N. Glover and J. D. Sherwood, to me personally known to be the persons who compose and constitute a majority of the Board of Trustees of The Washington Water Power Company and who executed the within and foregoing instrument in triplicate and acknowledged to me that they, and each of them, executed the same as such trustees as his free and voluntary act and deed for the uses and purposes therein mentioned and in pursuance and in accordance with a resolution and direction of the Board of Trustees of said Company passed at a meeting duly and regularly called and held on the third day of March, 1902.

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

Robert W. Greene

Notary Public in and for the State of Washington.
Residing at Spokane, Wash.

[Robert W. Greene,
Notary Public, State of Washington.
Commission Expires August 11th, 1903.]

No. 11789.

CERTIFICATE OF INCREASE OF STOCK OF THE WASHINGTON WATER POWER
COMPANY.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, chairman and secretary of

the meeting of the stockholders of The Washington Water Power Company, and the majority of the trustees of said company do hereby certify that at 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 more than 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 twenty thousand shares of the par value of one hundred dollars per share to twenty-six thousand shares of the par value of one hundred dollars per share; that is, from two million dollars capital to two million six hundred thousand 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 Empire State Building, 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 two million dollars to two million six hundred thousand dollars, and from twenty thousand shares of the par value of one hundred dollars each to twenty six thousand shares of the par value of one hundred dollars each; and this certificate is made in compliance with and in conformity to Section 4273 of Ballinger's code of the state of Washington.

This is to further certify that the amount of the capital stock of said company actually paid in is one million eight hundred and seventy five thousand dollars, and that the whole amount of the debts and liabilities of said company aggregate one million six hundred thousand dollars, and that the amount to which the capital stock of said company is increased is two million six hundred thousand dollars; that is, the capital stock is increased from two million dollars to two million six hundred thousand dollars.

We further certify that Henry M. Richards was chairman and H. L. Bleecker secretary of said stockholders meeting.

| | |
|-------------------|--------------------------|
| | <u>Henry M. Richards</u> |
| Chairman of said | Stockholders Meeting |
| | <u>H. L. Bleecker</u> |
| Secretary of said | Stockholders Meeting. |
| | Henry M. Richards |
| | D L Huntington |
| | J. P. M. Richards |
| | Chas G Reeder |
| | A B Campbell |

Majority of Trustees of The Washington Water Power Company.

STATE OF WASHINGTON, }
COUNTY OF SPOKANE. } ss.

Henry M. Richards, D. L. Huntington, A. B. Campbell, J. P. M. Richards, C. G. Reeder, and H. L. Bleecker, being each first duly sworn, each upon oath deposes and says:

That he is the same person who subscribed (in triplicate) the above and foregoing certificate and affidavit; that he has read the same and knows the contents thereof, and that the same is true; that the said Henry M. Richards was chairman of said stockholders meeting and the said H. L. Bleecker was secretary of said stockholders meeting, and that the above mentioned persons (excepting the said H. L. Bleecker) are a majority of the trustees of said company and corporation.

And we and each of us do hereby certify and verify the above and foregoing statements and each of them in triplicate originals.

Henry M. Richards
D. L. Huntington
J. P. M. Richards

Chas G Reeder
A B Campbell
H. L. Bleecker
Secretary

Subscribed and sworn to before me, this 6th day of August, 1902.

Robert W. Greene

Notary Public in and for the State of Washington.
Residing at Spokane, Washington.

[Robert W. Greene,
Notary Public, State of Washington.
Commission Expires August 11th, 1903.]

STATE OF WASHINGTON,
COUNTY OF SPOKANE.

} ss.

THIS IS TO CERTIFY that on this 6th day of August, 1902, before me, the undersigned, a notary public for the state of Washington, personally appeared Henry M. Richards, to me personally known and known to be the person who executed the foregoing instrument as chairman of stockholders meeting, and H. L. Bleecker, to me personally known and known to be the person who executed, in triplicate, the foregoing instrument as secretary of stockholders meeting, and D. L. Huntington, A. B. Campbell, J. P. M. Richards, C. G. Reeder, to me personally known and known to me to be the persons who executed the foregoing instrument, in triplicate, as a majority of the trustees of The Washington Water Power Company, (excepting the said H. L. Bleecker); and they and each and every of them acknowledged that they, and each and every 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 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.

Robert W. Greene

Notary Public in and for the State of Washington,
Residing at Spokane, Washington.

[Robert W. Greene,
Notary Public, State of Washington.
Commission Expires August 11th, 1903.]

No. 12770.

AMENDED AND SUPPLEMENTAL ARTICLES OF INCORPORATION—OF—THE
WASHINGTON WATER POWER COMPANY.

WHEREAS, the Articles of Incorporation of THE WASHINGTON WATER POWER COMPANY were executed on March 13, 1889, and the same were amended by supplemental articles of incorporation on the 8th day of October, 1890, on the 28th day of September, 1891, on the 20th day of May, 1899, on the 18th day of September, 1900, on the 3rd day of March, 1902, and on the 4th day of August, 1902, respectively, and

WHEREAS, the stockholders of the said THE WASHINGTON WATER POWER COMPANY have again amended the Articles of Incorporation of the said company, and directed that the Board of Trustees, or a majority thereof, sign and file amended and supplemental Articles of Incorporation in the manner and form as required by law, viz: By amending Article Second of said Articles of Incorporation by adding the following words thereto:

"To acquire, buy, hold, deal in, use, improve, maintain, develop, operate, sell, mortgage, lease, convey, encumber, hypothecate and dispose of water, water rights, dams, reservoirs, canals, conduits, ditches, flumes, pipe lines, lands, easements, rights of way and buildings, and appropriate and

divert water as and in the manner provided by law for any and all legal purposes, in the states of Washington and Idaho; to furnish, deliver, supply, lease and sell water for any and all lawful uses and purposes; to convey, flow, supply, deliver and furnish water by and through conduits, canals, ditches, flumes and pipes to, from and into lakes, rivers, creeks, streams, ponds, reservoirs, ditches, flumes, canals, conduits and pipes, and to, upon and over any and all other places and premises that it may be lawful to so do".

Also, by amending Article Fifth of said Articles of Incorporation by striking therefrom the word "nine" in the first sentence of said article, and inserting in lieu thereof the word "ten"; also by striking therefrom all that part of said article after said word "nine" in the first sentence thereof.

Which articles were authorized to be so amended on the 2nd day of March 1903, at the regular annual meeting of said company, duly and regularly called and held, and were so amended on the 2nd day of March 1903 by a majority of the stockholders of said company, and the Board of Trustees, or a majority thereof, were authorized and directed to execute in the proper form Amended Articles of Incorporation, as aforesaid, in the manner authorized and required by law, and file the same in the manner required by law, and

WHEREAS, the Board of Trustees of said Company, in pursuance of such authority and direction of the stockholders, does hereby certify and declare the following to be Articles Second and Fifth, respectively, of said Articles of Incorporation, which were, have been, and are hereby, amended so as to, and that the same shall now, and do, read as follows, to-wit:

"SECOND: That the objects and purposes for which said corporation is formed are: To buy, own, sell, lease, improve and deal in real estate, water power, water power privileges, sites and franchises, mill and manufacturing sites and privileges; to erect, construct, own, operate and maintain mills and manufactories, canals, aqueducts, flumes, dams, warehouses, offices, bridges, railroads, street railways, tramways, piers and structures, as may from time to time be deemed necessary or for the best interest of the corporation, upon its own premises, or upon the premises leased or otherwise acquired by it, and to do all other things pertaining to and for the benefit of the property; to do and transact a general milling and manufacturing business; to lease, mortgage, sell and convey the whole or any part of its property; to borrow money on bonds, notes, bills of acceptance, or otherwise, of the corporation, upon such terms and for such time and upon such rate of interest as the Board of Trustees may determine, and to secure the payment of the same by mortgage upon the whole or any part of its property, real, personal or mixed, or by such other means as its Board of Trustees may deem expedient; to loan its own money, or dispose of, sell or convey its property upon such terms and for such rate of interest as the Board of Trustees may deem expedient, and to receive therefor such notes, mortgages, or other evidences of indebtedness as the Board of Trustees may determine; to buy, sell, hypothecate, hold, manage, vote and deal in the stock and bonds, notes and securities of other corporations having capital stock, for whatsoever business the same may be organized, and to that end in good faith if desired, to acquire its own stocks and exchange the same for stocks, bonds, notes and securities of such other corporations; to acquire, own, sell, lease, equip, maintain, operate, transmit, furnish, deliver, deal in electricity, electric power, electric light plants, and all kinds of electrical machinery and apparatus, and to erect, construct, equip, maintain and operate poles, wires, and all other matters and things necessary or proper to fully enjoy each and all of said powers and privileges; to buy, sell, own, lease, improve, deal in, maintain and conduct parks, natatoriums, places of amusement, and all matters and things incident thereto, or properly connected therewith; to buy, sell, mortgage, erect, construct, maintain and operate telephone lines, poles, wires, cross arms and all matters and things incident thereto or proper or necessary therefor; to acquire, hold, buy, deal in, use, improve, maintain, develop, operate, sell, mortgage, lease, convey, encumber, hypothecate and dispose of water, water rights, dams, reservoirs, canals, conduits, ditches, flumes, pipe lines, lands, easements, rights of way and buildings, and appropriate and divert water as and in the manner provided by law for any and all legal purposes in the states of Washington and Idaho; to furnish, deliver, supply, lease and sell water for any and all lawful uses and purposes; to convey, flow, supply, deliver and furnish water by and through conduits, canals, ditches, flumes and pipes to, from and into lakes, rivers, creeks, streams, ponds, reservoirs, ditches, flumes, canals, conduits and pipes, and to, upon and over any and all other places and premises that it may be lawful to so do, and to do any and all matters and things which may lawfully be done in order

that said company may fully enjoy all the powers and privileges hereinbefore enumerated".

"FIFTH: That the number of Trustees of the corporation shall be ten".

IN TESTIMONY WHEREOF, the said The Washington Water Power Company has hereunto set its corporate name by its President, and caused the same to be attested by its Secretary, with its corporate seal, and a majority of the Board of Trustees of said corporation have hereunto signed, sealed, executed and delivered this instrument, to-wit: Amended and Supplemental Articles of Incorporation of THE WASHINGTON WATER POWER COMPANY, all of which was done in triplicate.

THE WASHINGTON WATER POWER
COMPANY,

By Henry M. Richards
President.

ATTEST:

D L Huntington Secretary
[The Washington Water Power Company. Corporate Seal]

Henry M. Richards (Seal)
A B Campbell (Seal)
J. N. Glover (Seal)
J. P. M. Richards (Seal)
Thomas G. Thomson (Seal)
D L Huntington (Seal)

Witnesses:

R W Greene
H. L. Bleecker

STATE OF WASHINGTON,
COUNTY OF SPOKANE.

} ss.

On this second day of March 1903, before me, Robert W. Greene, a Notary Public in and for the state of Washington, personally appeared Henry M. Richards, President, and D. L. Huntington, Secretary, to me known to be the President and Secretary, respectively, of The Washington Water Power Company, and who executed the above and foregoing instrument in triplicate in the name of and on behalf of The Washington Water Power Company, and acknowledged to me that the same was executed by and through them as their, his, and its free and voluntary act and deed for the uses and purposes therein mentioned; that they are acquainted with the seal of said corporation and the seal hereto attached is the seal of said corporation, all of which is done in pursuance of and after authorization and direction by the stockholders of the said company by resolution duly passed on the second day of March 1903.

This is to further certify that on said date also personally appeared before me, Henry M. Richards, A. B. Campbell, J. N. Glover, J. P. M. Richards, Thomas G. Thomson and D. L. Huntington, to me personally known to be the same persons who compose and constitute a majority of the Board of Trustees of The Washington Water Power Company, and who executed the within and foregoing instrument in triplicate and acknowledged to me that they, and each of them, executed the same as such trustee as his free and voluntary act and deed for the uses and purposes therein mentioned and in pursuance and in accordance with a resolution and direction of the Board of Trustees of said company passed at a meeting duly and regularly called and held.

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

Robert W Greene

Notary Public in and for the State of Washington,
Residing at Spokane, Washington.

[Robert W. Greene,
Notary Public, State of Washington.
Commission Expires August 11th, 1903.]

CERTIFICATE OF INCREASE OF STOCK OF THE WASHINGTON WATER POWER COMPANY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, chairman and secretary of the meeting of the stockholders of The Washington Water Power Company, and the majority of the trustees of said company, do hereby certify that at 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 twenty-six thousand shares of the par value of one hundred dollars per share to thirty-six thousand shares of the par value of one hundred dollars per share; that is, from two million six hundred thousand dollars capital to three million six hundred thousand 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 Empire State Building, 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 two million six hundred thousand dollars to three million six hundred thousand dollars, and from twenty-six thousand shares of the par value of one hundred dollars each to thirty-six thousand shares of the par value of one hundred dollars each; and this certificate is made in compliance with and in conformity to Section 4273 of Ballinger's Code of the state of Washington.

This is to further certify that the amount of the capital stock of said company actually paid in is two million four hundred and four thousand one hundred dollars, and that the whole amount of the debts and liabilities of the company aggregate one million six hundred thousand dollars, and that the amount to which the capital stock of said company is increased is three million six hundred thousand dollars; that is, the capital stock is increased from two million six hundred thousand dollars to three million six hundred thousand dollars.

We further certify that Henry M. Richards was chairman and H. L. Bleecker secretary of said stockholders meeting.

Henry M Richards
Chairman of said Stockholders Meeting.
H. L. Bleecker
Secretary of said Stockholders Meeting.

[The Washington Water Power Company. Corporate Seal.]

Henry M. Richards
A B Campbell
D L Huntington
J. P. M. Richards
James N. Glover
Thomas G. Thomson.
J D Sherwood

Majority of Trustees of The Washington Water Power Company.

STATE OF WASHINGTON, }
COUNTY OF SPOKANE. } ss.

Henry M. Richards, A. B. Campbell, D. L. Huntington J. P. M. Richards, James N. Glover, Thomas G. Thomson, J. D. Sherwood, and H. L. Bleecker, being first each duly sworn, each upon

oath deposes and says:

That he is the same person who subscribed (in triplicate) the above and foregoing certificate and affidavit; that he has read the same and knows the contents thereof, and that the same is true; that the said Henry M. Richards was chairman of said stockholders meeting and the said H. L. Bleecker was secretary of said stockholders meeting, and that the above mentioned persons (excepting the said H. L. Bleecker) are a majority of the trustees of said company and corporation.

And we and each of us do hereby certify and verify the above and foregoing statements and each of them in triplicate originals.

Henry M. Richards
A B Campbell
D L Huntington
J. P. M. Richards
James N. Glover
Thomas G. Thomson.
J. D. Sherwood

H. L. Bleecker

Subscribed and sworn to before me, this 4th day of August, 1903

W. J. McKean,

Notary Public in and for the State of Washington.
Residing at Spokane, Washington.

[W. J. McKean,
Notary Public, State of Washington.
Commission Expires May 15, 1906.]

STATE OF WASHINGTON,
COUNTY OF SPOKANE.

} ss.

THIS IS TO CERTIFY that on this 4th day of August, 1903, before me, the undersigned, a notary public in and for the state of Washington, personally appeared Henry M. Richards, 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 H. L. Bleecker, 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 Henry M. Richards, A. B. Campbell, D. L. Huntington, J. P. M. Richards, James N. Glover, Thomas G. Thomson and J. D. Sherwood, to me personally known and known to me to be the persons who executed the foregoing instrument, in triplicate, as a majority of the trustees of The Washington Water Power Company; and they and each and every of them acknowledged that they, and each and every 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.

W. J. McKean

Notary Public in and for the State of Washington,
Residing at Spokane, Wash.

[W. J. McKean,
Notary Public, State of Washington.
Commission Expires May 15, 1906.]

No. 13392.

AMENDED AND SUPPLEMENTAL ARTICLES OF INCORPORATION—OF—THE
WASHINGTON WATER POWER COMPANY.

WHEREAS, the Articles of Incorporation of THE WASHINGTON WATER POWER COMPANY were executed on March 13, 1889, and the same were amended by supplemental articles of incorporation on the 8th day of October, 1890, on the 28th day of September, 1891, on the 20th day of May, 1899, on the 18th day of September, 1900, on the 3rd day of March, 1902, on the 4th day of August, 1902, and on the 2nd day of March, 1903, respectively, and

WHEREAS, the stockholders of the said THE WASHINGTON WATER POWER COMPANY have again amended the Articles of Incorporation of the said company, and directed that the Board of Trustees, or a majority thereof, sign and file amended and supplemental Articles of Incorporation in the manner and form as required by law, viz: By amending Article Fifth of said Amended and Supplemental Articles of Incorporation as amended March 2, 1903, by striking therefrom the word "ten" in said article, and inserting in lieu thereof the word "eleven".

Which article was authorized to be so amended on the 4th day of August, 1903, at a stockholders meeting of said company, duly and regularly called and held, and was so amended on the 4th day of August, 1903, by a majority of the stockholders of said company, and the Board of Trustees, or a majority thereof, were authorized and directed to execute in the proper form Amended Articles of Incorporation as aforesaid, in the manner authorized and required by law, and file the same in the manner required by law, and

WHEREAS, the Board of Trustees of said company, in pursuance of such authority and direction of the stockholders, does hereby certify and declare the following to be Article Fifth of said Articles of Incorporation, which was, has been, and is hereby, amended so as to, and that the same shall now, and does, read as follows, to-wit:

"FIFTH: That the number of Trustees of the corporation shall be eleven."

IN TESTIMONY WHEREOF, the said The Washington Water Power Company has hereunto set its corporate name by its President and caused the same to be attested by its Secretary, with its corporate seal, and a majority of the Board of Trustees of said corporation have hereunto signed, sealed, executed and delivered this instrument, to-wit: Amended and Supplemental Articles of Incorporation of THE WASHINGTON WATER POWER COMPANY, all of which was done in triplicate.

THE WASHINGTON WATER POWER
COMPANY,

By Henry M. Richards President

[The Washington Water Power Company. Corporate Seal]
Attest: H. L. Bleecker Secretary

Henry M. Richards (Seal)
A B Campbell (Seal)
D L Huntington (Seal)
J. P. M. Richards (Seal)
Thomas G. Thomson (Seal)
James N. Glover (Seal)
J. D. Sherwood (Seal)

Witnesses:

W. J. McKean
H. E. Perks.

STATE OF WASHINGTON,
COUNTY OF SPOKANE.

} ss.

On this 4th day of August, 1903, before me, W. J. McKean, a notary public in and for the state of Washington, personally appeared Henry M. Richards, President, and H. L. Bleecker, Secretary, to me known to be the President and Secretary, respectively, of The Washington Water Power Company, and who executed the above and foregoing instrument in triplicate in the name of and on behalf of The Washington Water Power Company, and acknowledged to me that the same was executed by and through them as their, his, and its free and voluntary act and deed for the uses and purposes therein mentioned; that they are acquainted with the seal of said corporation, and the seal hereto affixed is the corporate seal of said corporation, and on

oath stated that they were authorized to execute said instrument, all of which is done in pursuance of and after authorization and direction by the stockholders of the said company by resolution duly passed on the fourth day of August, 1903.

This is to further certify that on said date also personally appeared before me, Henry M. Richards, A. B. Campbell, D. L. Huntington, J. P. M. Richards, Thomas G. Thomson, James N. Glover and J. D. Sherwood, to me personally known to be the same persons who compose and constitute a majority of the Board of Trustees of The Washington Water Power Company, and who executed the within and foregoing instrument in triplicate and acknowledged to me that they and each of them executed, signed and sealed the same as such trustees as his and their free and voluntary act and deed for the uses and purposes therein mentioned, and in pursuance and in accordance with a resolution and direction of the Board of Trustees of said company passed at a meeting duly and regularly called and held.

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

W. J. McKean
Notary Public in and for the State of Washington,
Residing at Spokane, Wash.

[W. J. McKean,
Notary Public, State of Washington.
Commission Expires May 15, 1906.]

No. 16018.

CERTIFICATE OF INCREASE OF STOCK OF THE WASHINGTON WATER POWER COMPANY.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, chairman and secretary of the meeting of the stockholders of The Washington Water Power Company, and the majority of the trustees of said company, do hereby certify that at 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 thirty-six thousand shares of the par value of one hundred dollars per share to fifty thousand shares of the par value of one hundred dollars per share; that is, from three million six hundred thousand dollars capital to five 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 Empire State Building, 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 three million six hundred thousand dollars to five million dollars, and from thirty-six thousand shares of the par value of one hundred dollars each to fifty thousand shares of the par value of one hundred dollars each; and this certificate is made in compliance with and in conformity to Section 4273 of Ballinger's Code of the state of Washington.

This to further certify that the amount of the capital stock of said company actually paid in is two million eight hundred and eighty four thousand nine hundred dollars, and that the whole amount of the debts and liabilities of the company aggregate two million dollars, and that the amount to which the capital stock of said company is increased is five million dollars; that is, the capital stock is increased from three million six hundred thousand dollars to five million dollars.

We further certify that Henry M. Richards was chairman and H. L. Bleecker secretary of

said stockholders meeting.

Henry M. Richards
Chairman of said Stockholders Meeting.

[The Washington Water Power Company. Corporate Seal.]

H. L. Bleecker
Secretary of said Stockholders Meeting.
Henry M. Richards
D L Huntington
J. P. M. Richards
Huber Rasher
James N. Glover
Thomas G. Thomson
J. D. Sherwood

Majority of Trustees of the Washington Water Power Company.

STATE OF WASHINGTON,
COUNTY OF SPOKANE.

ss.

Henry M. Richards, D. L. Huntington, J. P. M. Richards, James N. Glover, Huber Rasher
Thomas G. Thomson, J. D. Sherwood, and H. L. Bleecker, being first duly sworn, each upon
oath deposes and says:

That he is the same person who subscribed (in triplicate) the above and foregoing certificate
and affidavit; that he has read the same and knows the contents thereof, and that the same is
true; that the said Henry M. Richards was chairman of said stockholders meeting and the said
H. L. Bleecker was secretary of said stockholders meeting, and that the above mentioned per-
sons (excepting the said H. L. Bleecker) are a majority of the trustees of said company and
corporation.

And we and each of us do hereby certify and verify the above and foregoing statements and
each of them in triplicate originals.

Henry M. Richards

D L Huntington

J. P. M. Richards

Huber Rasher

James N. Glover

Thomas G. Thomson.

J. D. Sherwood

H. L. Bleecker

Subscribed and sworn to before me, this 24th day of April, 1905:

W. J. McKean

Notary Public in and for the State of Washington,
Residing at Spokane, Wash.

[W. J. McKean,
Notary Public, State of Washington.
Commission Expires May 15, 1906.]

STATE OF WASHINGTON
COUNTY OF SPOKANE.

ss.

THIS IS TO CERTIFY that on this 24th day of April, 1905, before me, the undersigned, a notary
public in and for the state of Washington, personally appeared Henry M. Richards, to me person-
ally known and known to me to be the person who executed, in triplicate, the foregoing instru-

ment as chairman of stockholders meeting, and H. L. Bleecker, 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 Henry M. Richards, D. L. Huntington, J. P. M. Richards, James N. Glover, Huber Rasher Thomas G. Thomson, and J. D. Sherwood, to me personally known and known to me to be the persons who executed the foregoing instrument, in triplicate, as a majority of the trustees of The Washington Water Power Company; and they and each and every of them acknowledged that they, and each and every one 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.

W. J. McKean

Notary Public in and for the State of Washington,
Residing at Spokane, Wash.

[W. J. McKean,
Notary Public, State of Washington.
Commission Expires May 15, 1906.]

No. 20270.

CERTIFICATE OF INCREASE OF STOCK OF THE WASHINGTON WATER POWER
COMPANY.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, Chairman and Secretary of the meeting of the stockholders of The Washington Water Power Company, and the majority of the trustees of said company, do hereby certify that at 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, 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 fifty thousand shares of the par value of one hundred dollars per share to one hundred thousand shares of the par value of one hundred dollars per share; that is, from five million dollars capital to ten 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 five million dollars to ten million dollars, and from fifty thousand shares of the par value of one hundred dollars each to one 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 4273 of Ballinger's Code of the State of Washington.

This is to further certify that the amount of the capital stock of said company actually paid in is four million, one hundred and seventy-five thousand, five hundred dollars, and that the whole amount of the debts and liabilities of the company aggregate two million, six hundred and seventy thousand dollars, and that the amount to which the capital stock of said company is increased is ten million dollars; that is, the capital stock is increased from five million dollars to ten million dollars.

We further certify that D. L. Huntington was chairman and H. L. Bleecker secretary of said stockholders meeting.

D L Huntington

Chairman of said Stockholders Meeting.

| | |
|-------------------|------------------------------|
| Secretary of said | <u>H. L. Bleecker</u> |
| | <u>Stockholders Meeting.</u> |
| | <u>A B Campbell</u> |
| | <u>D L Huntington</u> |
| | <u>J. P. M. Richards</u> |
| | <u>Huber Rasher</u> |
| | <u>Thomas G. Thomson.</u> |
| | <u>J. D. Sherwood</u> |

Majority of Trustees of The Washington Water Power Company.

STATE OF WASHINGTON
COUNTY OF SPOKANE

ss.

THIS IS TO CERTIFY, that on this 15th day of March, 1907, 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 H. L. Bleecker, 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 A. B. Campbell, D. L. Huntington, J. P. M. Richards, Huber Rasher, Thomas G. Thomson and J. D. Sherwood, to me personally known and known to me to be the persons who executed the foregoing instrument, in triplicate, as a majority of the trustees of The Washington Water Power Company; and they, and each and every of them, acknowledged that they, and each and every 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. C. Scott

Notary Public in and for the State of Washington,
Residing at Spokane, Washington.

[S. C. Scott,
Notary Public, State of Washington.
Commission Expires May 27, 1910.]

STATE OF WASHINGTON
COUNTY OF SPOKANE

ss.

A. B. Campbell, D. L. Huntington, J. P. M. Richards, Huber Rasher, Thomas G. Thomson, J. D. Sherwood and H. L. Bleecker, being first duly sworn, each upon oath deposes and says:

That he is the same person who subscribed (in triplicate) the above and 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 chairman of said stockholders meeting and the said H. L. Bleecker was secretary of said stockholders meeting, and that the above mentioned persons (excepting the said H. L. Bleecker) are a majority of the trustees of said company and corporation.

And we and each of us do hereby certify and verify the above and foregoing statements, and each of them, in triplicate originals.

| |
|--------------------------|
| <u>A B Campbell</u> |
| <u>D L Huntington</u> |
| <u>J. P. M. Richards</u> |
| <u>Huber Rasher</u> |

Thomas G. Thomson

J. D. Sherwood

Subscribed and sworn to before me this 15th day of March, 1907

S C Scott

Notary Public in and for the State of Washington,
Residing at Spokane, Washington.

[S. C. Scott,
Notary Public, State of Washington.
Commission Expires May 27, 1910.]

No. 23291.

AMENDED AND SUPPLEMENTAL ARTICLES OF INCORPORATION OF THE
WASHINGTON WATER POWER COMPANY

THIS IS TO CERTIFY, that The Washington Water Power Company duly and regularly amended its Articles of Incorporation by a majority vote of the Trustees and the vote of more than two-thirds of the capital stock of said Corporation.

This is to further certify, that the Articles of Incorporation of said Company were executed on March 13th, 1889, and that same were amended by Supplemental Articles of Incorporation in October, 1890, and in September 1891, in May 1899, and in September 1900, and March 1902, and in August 1902, and in March 1903, and in August 1903.

This is to further certify that there was duly and regularly held a meeting of the Trustees of The Washington Water Power Company on the 15th day of April, 1908, at which meeting there was duly and regularly considered the question of amending the Articles of Incorporation of said Company, to-wit: By amending the Fifth Article of said Amended Articles of Incorporation by striking therefrom the word "eleven" and inserting in lieu thereof the word "fifteen", and that at said meeting a quorum and majority of the Board of Trustees was present and a resolution was duly and regularly adopted by the unanimous and majority vote of the Trustees of the said Company amending the Articles of Incorporation of said Company and Corporation, by striking from said Fifth Article the word "eleven" and inserting in lieu thereof the word "fifteen", so the Article would and should and does now read as follows:

"FIFTH: That the number of the Trustees of the Corporation shall be fifteen."

This is to further certify that at a meeting of the stockholders of said corporation duly and regularly held on the 1st day of July, 1908, there was passed a resolution and a vote taken of the stock of said Company, amending the Amended Articles of Incorporation of said Company as above set forth. That all stock represented at the said meeting voted in favor of said amendment and there was present and represented at said meeting more than two-thirds of the capital stock of the said Corporation, and more than two-thirds of the capital stock of said Company was in favor of said amendment.

This is to further certify, that the said stockholders meeting was duly and regularly called and notice thereof duly and regularly given as provided in the By-laws of said Corporation for special meetings of stockholders.

Now, therefore, this is to certify that the Fifth Article of the Amended Articles of Incorporation of The Washington Water Power Company, has been and is hereby amended so as to and that the same shall and does now read as follows, to-wit:

"FIFTH: That the number of the Trustees of the Corporation shall be fifteen."

This is to further certify, that this certificate is made in triplicate for the purpose of complying with the laws of the State of Washington, and particularly with an Act entitled "An Act to Amend Section 4251 of Ballinger's Annotated Codes and Statutes of Washington (Pierce's Washington Code, Section 7054) relating to the Organization and Management of Private Corporations, and Declaring an Emergency."

IN TESTIMONY WHEREOF, The Washington Water Power Company has hereunto set its corporate name by the President and Secretary, and caused this instrument to be attested by its Secretary and its corporate seal and also executed, made and certified by its President and Secretary in triplicate to be correct and for the purpose of filing and keeping the same as in the case of the original Articles of Incorporation.

THE WASHINGTON WATER POWER
COMPANY

By Henry M. Richards
President.
Henry M. Richards
As President.
H. L. Bleecker
As Secretary.

[The Washington Water Power Company. Corporate Seal.]
Attest: H. L. Bleecker
Secretary

STATE OF WASHINGTON
COUNTY OF SPOKANE

} ss

On this 1st day of July, A. D. 1908, before me, S. C. Scott, a Notary Public in and for the State of Washington, personally appeared Henry M. Richards, President, and H. L. Bleecker, Secretary, and to me known to be the President and Secretary respectively of The Washington Water Power Company, and known to me to be the persons who executed the above and foregoing instrument, in triplicate, in the name and on behalf of The Washington Water Power Company, as President and Secretary of The Washington Water Power Company, and severally acknowledged to me the executing of the within and foregoing instrument, and acknowledged the same to be the free and voluntary act and deed of said Corporation, for the use and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument and that the seal affixed is the corporate seal of said Corporation. Said Henry M. Richards and H. L. Bleecker did further acknowledge the execution, in triplicate, as President and Secretary of said Corporation, the said instrument, to be their free and voluntary act and deed for the uses and purposes therein mentioned, and in pursuance of and in accordance with directions of the Board of Trustees and stockholders of said Corporation passed at meetings duly and regularly called and held as set forth in the within and foregoing instrument.

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

S. C. Scott

Notary Public in and for the State of Washington,
Residing at Spokane, Washington.

[S. C. Scott,
Notary Public, State of Washington.
Commission Expires May 27, 1910.]

No. 24984½.

AMENDED AND SUPPLEMENTAL ARTICLES OF INCORPORATION OF THE
WASHINGTON WATER POWER COMPANY.

THIS IS TO CERTIFY, that The Washington Water Power Company duly and regularly amended its Articles of Incorporation by a majority vote of the Trustees and the vote of more than two-thirds of the capital stock of said corporation.

This is to further certify, that the Articles of Incorporation of said Company were executed on March 13, 1889, and that same were amended by Supplemental Articles of Incorporation in

October 1890, and in September 1891, and in May 1899, and in September 1900, and March 1902, and in August 1902, and in March 1903, and in August 1903, and in July 1908.

This is to further certify that there was duly and regularly held a meeting of the Trustees of The Washington Water Power Company on the 23rd day of March, 1909, at 10 o'clock a. m., at which meeting there was duly and regularly considered the question of amending the Articles of Incorporation of said Company, to-wit: By amending the Fifth Article of said Amended Articles of Incorporation by striking therefrom the word "fifteen" and inserting in lieu thereof the word "nineteen", and that at said meeting a quorum and majority of the Board of Trustees was present and a resolution was duly and regularly adopted by the unanimous and majority vote of the Trustees of the said Company amending the Articles of Incorporation of said Company and Corporation, by striking from said Fifth Article the word "fifteen" and inserting in lieu thereof the word "nineteen", so the Article would and should and does now read as follows:

"FIFTH: That the number of the Trustees of the Corporation shall be nineteen."

This is to further certify that at the regular annual meeting of the stockholders or said corporation duly and regularly held on the 23rd day of March, 1909, at 11 o'clock a. m., there was passed a resolution and a vote taken of the stock of said company amending the Amended Articles of Incorporation of said Company as above set forth. That all stock represented at the said meeting voted in favor of said amendment, and there was present and represented at said meeting more than two-thirds of the capital stock of the said Corporation, and more than two-thirds of the capital stock of said Company was in favor of and voted in favor of said amendment.

This is to further certify, that the said stockholders meeting was duly and regularly called and notice thereof duly and regularly given as provided in the By-laws of said Corporation for special meetings of stockholders.

NOW, THEREFORE, this is to certify that the Fifth Article of the Amended Articles of Incorporation of The Washington Water Power Company, has been and is hereby amended so as to and that the same shall and does now read as follows, to-wit:

"FIFTH: That the number of Trustees of the Corporation shall be nineteen."

This is to further certify, that this certificate is made in triplicate for the purpose of complying with the laws of the State of Washington, and particularly with an Act entitled "An Act to Amend Section 4251 of Ballinger's Annotated Codes and Statutes of Washington (Pierce's Washington Code, Section (7054) relating to the Organization and Management of Private Corporations, and Declaring an Emergency."

IN TESTIMONY WHEREOF, The Washington Water Power Company has hereunto set its corporate name by the First Vice President and Secretary, and caused this instrument to be attested by its Secretary and its corporate seal, and also executed, made and certified by its First Vice President and Secretary in triplicate to be correct and for the purpose of filing and keeping the same as in the case of the original Articles of Incorporation.

THE WASHINGTON WATER POWER
COMPANY,

By D L Huntington
First Vice President.
D L Huntington
As First Vice President.
H. L. Bleecker
As Secretary.

[The Washington Water Power Company. Corporate Seal.]

Attest:

H. L. Bleecker
Secretary.

STATE OF WASHINGTON
COUNTY OF SPOKANE

} ss

On this 23rd day of March, A. D. 1909, before me, S. C. Scott, a Notary Public in and for

the State of Washington, personally appeared D. L. Huntington, First Vice President, and H. L. Bleecker, Secretary, and to me known to be the First Vice President and Secretary respectively of The Washington Water Power Company, and known to me to be the persons who executed the above and foregoing instrument, in triplicate, in the name and on behalf of The Washington Water Power Company, as First Vice President and Secretary of The Washington Water Power Company, and severally acknowledged to me the executing of the within and foregoing instrument, and acknowledged the same to be the free and voluntary act and deed of said Corporation, for the use and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument and that the seal affixed is the corporate seal of said Corporation. Said D. L. Huntington and H. L. Bleecker did further acknowledge the execution, in triplicate, as First Vice President and Secretary of said Corporation, the said instrument, to be their free and voluntary act and deed for the uses and purposes therein mentioned, and in pursuance of and in accordance with directions of the Board of Trustees and stockholders of said Corporation passed at meetings duly and regularly called and held as set forth in the within and foregoing instrument.

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

S. C. Scott

Notary Public in and for the State of Washington,
Residing at Spokane, Washington.

[S. C. Scott,
Notary Public, State of Washington.
Commission Expires May 27, 1910.]

No. 27641.

CERTIFICATE OF INCREASE OF STOCK OF THE WASHINGTON WATER POWER
COMPANY.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, Chairman and Secretary of the meeting of the stockholders of The Washington Water Power Company, and the majority of the trustees of said Company, do certify that at 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, 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 thousand shares of the par value of one hundred dollars per share to one hundred and fifty thousand shares of the par value of one hundred dollars per share; that is, from ten million dollars capital to fifteen 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 ten million dollars to fifteen million dollars, and from one hundred thousand shares of the par value of one hundred dollars each to one hundred and fifty thousand shares of the par value of one hundred dollars each; and this certificate is made in compliance with and in conformity to Section 4273 of Ballinger's Code of the State of Washington.

This is to further certify that the amount of the capital stock of said Company actually paid in is seven million, two hundred and twenty-three thousand, two hundred dollars, and that the whole amount of the debts and liabilities of the Company aggregate five million, five hundred and forty-seven thousand dollars, and that the amount to which the capital stock of said Company is increased is fifteen million dollars; that is, the capital stock is increased from ten million dollars to fifteen million dollars.

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

D. L. Huntington
Chairman of said Stockholders Meeting
H. C. Pegram
Secretary of said Stockholders Meeting
Henry M. Richards
D. L. Huntington
William Augustus White
F. S. Bangs
N. Fred Essig
W. S. McCrea
L. M. Davenport
W. J. C. Wakefield
J. P. M. Richards
Guy Du Val

Majority of Trustees of The Washington Water Power Company.

[The Washington Water Power Company. Corporate Seal.]

STATE OF NEW YORK
COUNTY OF NEW YORK

} ss

William Augustus White, F. S. Bangs, and Guy Du Val, 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 D. L. Huntington was Chairman of said stockholders meeting and the said H. C. Pegram was Secretary of said stockholders meeting, and that the above mentioned persons (excepting the said H. C. Pegram) are Trustees of said company and corporation.

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

William Augustus White
F. S. Bangs
Guy Du Val

Subscribed and sworn to before me this 25th day of March, 1910.

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

[William I. Frothingham
Notary Public
Nassau County, N. Y.]

STATE OF NEW YORK
COUNTY OF NEW YORK

} ss

THIS IS TO CERTIFY, that on this 25th day of March, 1910, before me, the undersigned, a Notary Public in and for the State of New York, personally appeared William Augustus White, F. S. Bangs, 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 and every of them acknowledged that they, and each and every 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. Frothingham

Notary Public in and for the State of New York
Residing at Glen Cove, Nassau County, New York.

Notary Public, Nassau County,
Certificate filed in New York County.

[William I. Frothingham
Notary Public
Nassau County, N. Y.]

STATE OF WASHINGTON
COUNTY OF SPOKANE

} ss

D. L. Huntington, Henry M. Richards, J. P. M. Richards, W. J. C. Wakefield, N. Fred. Essig, L. M. Davenport and W. S. McCrea, and H. C. Pegram, 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 D. L. Huntington was Chairman of said stockholders meeting and the said H. C. Pegram was Secretary of said stockholders meeting, and that the above mentioned persons (excepting the said H. C. Pegram) are Trustees of said company and corporation.

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

Henry M. Richards.

D L Huntington

H C Pegram

W J C Wakefield

L M Davenport

W. S. McCrea

N. Fred Essig

J. P. M. Richards

Subscribed and sworn to before me this 15th day of March, 1910.

S. C. Scott

Notary Public in and for the State of Washington.
Residing at Spokane, Washington.

[S. C. Scott,
Notary Public, State of Washington.
Commission Expires May 27, 1910.]

STATE OF WASHINGTON
COUNTY OF SPOKANE

} ss

THIS IS TO CERTIFY, that on this 15th day of March, 1910, 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 H. C. Pegram, 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, Henry M. Richards, J. P. M. Richards, W. J. C.

Wakefield, N. Fred. Essig, L. M. Davenport 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 and every of them, acknowledged that they, and each and every 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. C. Scott

Notary Public in and for the State of Washington,
Residing at Spokane, Washington.

[S. C. Scott,
Notary Public, State of Washington.
Commission Expires May 27, 1910.]

No. 35057

**CERTIFICATE OF INCREASE OF STOCK OF THE WASHINGTON WATER POWER
COMPANY**

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
J. P. M. Richards
W. J. C. Wakefield
L. M. Davenport
W. S. McCrea
D. L. Huntington
William Augustus White
Jonathan Bulkley
Oscar F. Zollikoffer
Edwin G. Merrill
Frank Lyman
Francis S. Bangs.
Benj B Lawrence
Theo. F. Hicks
Harold T. White
Guy Du Val

Majority of Trustees of The Washington Water Power Company.

[The Washington Water Power Company. Corporate Seal]

STATE OF NEW YORK
 COUNTY OF NEW YORK

} ss

William Augustus White, Frank Lyman, Theodore F. Hicks, Francis S. Bangs, Harold T. White, Jonathan Bulkley, Oscar F. Zollikoffer, Edwin G. Merrill, Benjamin B. Lawrence, Guy Du Val, 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 D. L. Huntington was Chairman 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 statements, and each of them, in triplicate originals.

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

Subscribed and sworn to before me this 17th day of December, 1913.

[William I. Frothingham,
 Notary Public,
 Nassau County, N. Y.]

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

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. Bangs, Harold T. White, Jonathan Bulkley, Oscar F. Zollikoffer, Edwin G. Merrill, Benjamin B. Lawrence, 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. Frothingham

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.

[William I. Frothingham,
Notary Public,
Nassau County, N. Y.]

STATE OF WASHINGTON
COUNTY OF SPOKANE

ss

D. L. Huntington, J. P. M. Richards, W. J. C. Wakefield, L. M. Davenport and W. S. McCrea, 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 D. L. Huntington was Chairman 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 statements, and each of them, in triplicate originals.

D L Huntington

J. P. M. Richards

W J C Wakefield

L M Davenport

W. S. McCrea

Subscribed and sworn to before me this 10th day of December 1913.

S. C. Scott

Notary Public in and for the State of Washington.
Residing at Spokane, Washington.

[S. C. Scott,
Notary Public, State of Washington.
Commission Expires May 27, 1914.]

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. Wakefield, L. M. Davenport 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. C. Scott

Notary Public in and for the State of Washington,
Residing at Spokane, Washington.

[S. C. Scott,
Notary Public, State of Washington.
Commission Expires May 27, 1914.]

No. 54091.

CERTIFICATE OF INCREASE OF CAPITAL STOCK OF THE WASHINGTON WATER POWER COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, Chairman and Secretary of the meeting hereinafter mentioned of the stockholders of The Washington Water Power Company, a corporation, organized and existing under the laws of the State of Washington, and having its principal place of business in the City of Spokane, County of Spokane, State of Washington, and a majority of the Board of Trustees of said corporation, do hereby certify that a meeting of the stockholders of said corporation was held at the office of said corporation in the City of Spokane, Spokane County, State of Washington, on March 12, 1923, at 2:30 P. M. of that day; that said meeting was held pursuant to notice thereof, which notice stated the time and place of meeting as aforesaid and the object thereof, to-wit: That it would and should be held for the purpose of increasing the capital stock of said corporation from two hundred thousand shares of the par value of one hundred dollars per share, to three hundred fifty thousand shares of the par value of one hundred dollars per share, that is to say, from twenty million dollars capital to thirty-five million dollars capital. That said notice was dated February 21, 1923, and signed by at least a majority of the Board of Trustees of said corporation, and was published once a week for at least two successive weeks before said stockholders meeting in a newspaper published in and of general circulation in said County of Spokane, State of Washington, and a copy of such notice was duly mailed to each stockholder at his last known Post Office address, at least two weeks before the said meeting, and not previous to four weeks before said meeting; that at the time and place designated in said notice, to-wit: The 12 day of March, 1923, at 2:30 o'clock P. M. at the office of said corporation, in said City of Spokane, Spokane County, State of Washington, a meeting of the stockholders of said corporation was duly held pursuant to said notice and the vote of more than two-thirds of all of the shares of the capital stock of said corporation was cast and given in favor of increasing said capital stock from twenty million dollars to thirty-five million dollars and from two hundred thousand shares of the par value of one hundred dollars per share, to three hundred fifty thousand shares of the par value of one hundred dollars per share; and this certificate is made in compliance with, and in conformity to Section 3832 of Remington's Compiled Statutes of Washington, for the purpose of effectuating such increase of said capital stock.

This is to further certify that the amount of capital stock of said corporation actually paid in is eighteen million, three hundred four thousand, one hundred dollars, and that the amount to

which the capital stock of said corporation is hereby increased is thirty-five million dollars; that is to say, that the capital stock is hereby increased from twenty million dollars to thirty five million dollars.

We further certify that W. J. C. Wakefield was Chairman and V. G. Shinkle was Secretary of said stockholders meeting.

Dated at Spokane, Washington, this 22 day of March, A. D. 1923.

W J C Wakefield
Chairman of said Stockholders Meeting and
Trustee.

V. G. Shinkle
Secretary of said Stockholders Meeting.
D L Huntington
L M Davenport
W S McCrea
Harold T. White
Henry L deForest
Clinton H Crane
Frank T. Post
William A. White
H Hobart Porter
Frank Lyman
William I. Frothingham
Guy Du Val
W. J. K. Vanston
Edwin G Merrill
Jonathan Bulkley

Majority of Board of Trustees of The Washington Water Power Company.

STATE OF WASHINGTON
COUNTY OF SPOKANE

} ss

W. J. C. Wakefield and V. G. Shinkle being first duly sworn each upon oath says; that he has read and signed the foregoing certificate for increase of capital stock of The Washington Water Power Company, a corporation, from twenty million dollars to thirty five million dollars; that the undersigned, W. J. C. Wakefield was Chairman of the stockholders meeting referred to in said certificate, and the undersigned, V. G. Shinkle, was the Secretary of said stockholders meeting; that each and every of the statements of fact contained in said certificate, and all of the same are true and correct.

W J C Wakefield
V. G. Shinkle

Subscribed and sworn to before me this 22nd day of March, A. D. 1923.

S. C. Scott

Notary Public in and for the State of Washington,
Residing at Spokane, Washington.

[S. C. Scott,
Notary Public, State of Washington.
Commission Expires May 27, 1926.]

No. 60786

CERTIFICATE OF INCREASE OF CAPITAL STOCK AND CREATING A PREFERRED
STOCK ISSUE OF THE WASHINGTON WATER POWER COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, Chairman and Secretary

of the meeting hereinafter mentioned of the stockholders of The Washington Water Power Company, a corporation organized and existing under the laws of the State of Washington, and having its principal place of business in the City of Spokane, County of Spokane, State of Washington, and a majority of the Board of Trustees of said corporation, do hereby certify that a meeting of the stockholders of said corporation was held at the office of said corporation in the City of Spokane, Spokane County, State of Washington, on March 8, 1926, at 2:30 o'clock P. M. of that day; that said meeting was held pursuant to notice thereof, which notice stated the time and place of meeting as aforesaid and the object thereof, and so far as the same relates to increasing the capital stock of the Company and issuing preferred stock said notice stated the object of said meeting as follows, to-wit:

1. To consider and vote upon a resolution increase the capital stock of the Company from Thirty-five Million Dollars (\$35,000,000) to Forty Million Dollars (\$40,000,000), and from three hundred fifty thousand (350,000) shares, par value of \$100 each, to four hundred thousand (400,000) shares, par value of \$100 each, of which fifty thousand (50,000) shares, being said increase, shall be Preferred stock bearing a dividend rate of not to exceed seven per cent cumulative and redeemable at One Hundred Four Dollars (\$104) per share, to have the same voting power per share as the Common stock. Said resolution to set forth the terms and provisions under which the same may be redeemed and the other preferential terms and provisions of said stock, also that the Company may hereafter increase and issue both Common and Preferred stock from time to time in the manner provided by law and that the holders of this issue of Preferred stock shall have no right by virtue thereof to share in any such increases, such right being expressly waived.

2. To consider and vote upon a resolution which will authorize the sale of said Preferred stock of the Company, or any part thereof, to employees and customers of the Company at not less than par without previous offering of such stock to existing stockholders, and fixing the dividend rate thereof and the amount for each purchaser and the terms and conditions of such sales to such customers and employees.

3. To consider and vote upon a resolution which will authorize the Board of Trustees of the Company from time to time to fix and determine the amount of such preferred stock which shall be thereafter offered to customers and employees and the dividend rate for such issue, the price or prices at which such stock shall be so sold, but not less than par, and the amount for each purchaser and the terms and conditions of such sales to such customers and employees.

4. To consider and vote upon a resolution which will authorize the Board of Trustees to determine from time to time what amount, if any, of such Preferred stock shall be offered to the holders of Common stock and the dividend rate, terms, conditions and details of such offering.

That said notice was dated February 5, 1926, and signed by at least a majority of the Board of Trustees of said corporation, and was thereafter published once a week for two successive weeks before said stockholders' meeting in a newspaper published in and of general circulation in said County of Spokane, State of Washington, and a copy of such notice was duly mailed to each stockholder at his last known Post office address at least two weeks before the said meeting, and on or after the date thereof: that at the time and place designated in said notice, to-wit: the 8th day of March, 1926, at 2:30 o'clock P. M. at the office of said corporation, in said City of Spokane, Spokane County, State of Washington, a meeting of the stockholders of said corporation was duly held pursuant to said notice and the vote of more than two-thirds of all of the shares of the capital stock of said corporation was cast and given in favor of increasing said capital stock from thirty-five million dollars to forty million dollars and from three hundred fifty thousand shares, par value of one hundred dollars each, to four hundred thousand shares, par value of one hundred dollars each, of which fifty thousand shares, being said increase, shall have the preferential rights and be of the terms and provisions and subject to the conditions and restrictions as to issuance and otherwise as set forth, defined and provided for in the resolution authorizing same, so adopted at said meeting by the vote aforesaid, which resolution authorizing said increase of capital stock and said preferred stock is in words and figures as follows, to-wit:

RESOLVED, that the capital stock of The Washington Water Power Company be increased from \$35,000,000 to \$40,000,000 and from 350,000 shares par value of \$100. each to 400,000 shares, par value of \$100. each, of which 50,000 shares, being said increase, shall be preferred

stock bearing a dividend rate of not to exceed 7% per annum to be fixed from time to time by the Board of Trustees as hereinafter stated, such dividend to be cumulative and such stock to be redeemable as hereinafter stated and to have the same voting power per share as the common stock and that the proper officers of this Company be and they are hereby authorized and instructed to take all proper and legal steps to increase said capital stock as above set forth and to issue the same under the direction of the Board of Trustees of The Washington Water Power Company as hereinafter stated.

AND BE IT FURTHER RESOLVED, that said 50,000 shares of preferred stock be and the same are hereby set aside for sale to the employees and customers of the Company without previous offering of said stock to existing stockholders, and that the Board of Trustees of this Company be and they are hereby authorized from time to time to fix and determine the price or prices at which said stock shall be sold, but at not less than par, and the amounts for each purchaser and the terms and conditions of such sales and in all things to authorize and direct such sales and the manner of making the same. With all reasonable promptness after the passage of this resolution the Board of Trustees shall determine what part of said authorized issue of preferred stock shall be first offered to the employees and customers of the Company and the dividend rate for such stock so to be offered and thereafter from time to time shall determine the amount of future offerings of said authorized preferred stock and the dividend rate for each of such offerings. The holders of the preferred stock authorized by this resolution shall be entitled to receive when and as declared from the surplus or net profits of the Company yearly dividends at the rate so fixed by the Board of Trustees before the issuance thereof, and to be stated in the certificate for such stock as and when issued by the Company, and no more, payable quarterly on dates to be fixed by the by-laws or by the Board of Trustees. The dividends on the preferred stock shall be cumulative and shall be payable before any dividends on the common stock shall be paid or set apart; so that, if in any year dividends amounting to the percentage so fixed and stated upon the certificate shall not have been paid thereon the deficiency shall be payable before any dividends shall be paid upon or set apart for the common stock. Whenever all cumulative dividends on the preferred stock for all previous years shall have been declared and shall have become payable and the accrued quarterly installments for the current year shall have been declared and the Company shall have paid such cumulative dividends for previous years and such accrued quarterly installments or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof the Board of Trustees may declare dividends on the common stock payable then or thereafter out of any remaining surplus or net profits. In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the Company, the holders of the preferred stock shall be entitled to be paid in full both the par amount of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of the common stock, and after payment to the holders of the preferred stock at its par value and the unpaid accrued dividends thereon the remaining assets and funds shall be divided and paid to the holders of the common stock pro rata according to their respective shares.

The Company may increase and issue both common and preferred stock from time to time in the manner provided by law. The holders of the preferred stock issued in pursuance of this resolution shall have no right by virtue of such ownership to subscribe for any stock either preferred or common issued by the Company or to share in any such increases. All or any part of such preferred stock shall be subject to redemption by the Company at the option of its Board of Trustees on sixty days notice given by mail to each preferred stockholder affected addressed to him at his last known place of residence and by publication in a daily or weekly newspaper of general circulation in the City of Spokane, State of Washington, once a week for at least four weeks prior to the date fixed for such redemption, which shall be a dividend paying date, at par and the amount of all dividends accumulated and unpaid thereon at the redemption date plus a premium of 4% upon the par value of such stock; redemption of less than all the shares of such preferred stock shall be made pro rata except that fractions of shares shall be disregarded and the redemption shall include full shares only; on such date fixed for redemption upon performance by the Company of all things necessary on its part to complete the redemption, all rights of the holders of such preferred stock with respect thereto shall cease and on and after the date fixed for redemption shares called for redemption shall not be transferable by the holders thereof upon the books of the Company except to the Company. The Company may from time to time increase the authorized amount of such preferred stock and may also from time to time create other classes of pre-

ferred stock with different privileges and restrictions, but as long as any of such preferred stock issued under and in pursuance of this resolution is outstanding, no preferred stock of a different class having priority or preference over the same shall be authorized or issued.

The substance of the foregoing terms and provisions shall be printed, lithographed or engraved in the body of or upon the back of the certificates for such preferred stock.

This certificate is made in compliance with and in conformity to Sections 3812 and 3832 of Remington's Compiled Statutes of the State of Washington (1922) for the purpose of effectuating such increase of said capital stock and for the purpose of creating such preferred stock issue as provided in said resolution.

This is to further certify that the amount of capital stock of said corporation actually paid in is twenty-three million one thousand five hundred dollars and the amount to which the capital stock of said corporation is hereby increased is forty million dollars; that heretofore and at a stockholders' meeting held on March 12, 1923, the capital stock of said corporation was increased to thirty-five million dollars and by the resolution passed at the stockholders' meeting held on March 8, 1926, the said capital stock was increased from thirty-five million dollars to forty million dollars, and that such increase, to-wit: five million dollars, is and shall be preferred stock of the terms and provisions as set forth in said resolution.

We further certify that M. W. Birkett was Chairman and V. G. Shinkle was Secretary of said stockholders' meeting.

Dated at Spokane, Washington, this 25th day of March, A. D., 1926.

M. W. Birkett,
Chairman of said Stockholders' Meeting, and Trustee.

V. G. Shinkle,
Secretary of said Stockholders' Meeting.

D L Huntington

W. S. McCrea

Frank T. Post

W J C Wakefield

L M Davenport

William A. White

Harold T. White

William I Frothingham

Benj. F. Seaver

H. Hobart Porter

Henry L deForest

Edwin G Merrill

Hendon Chubb

Jonathan Bulkley

Clinton H. Crane

Guy Du Val

Majority of Board of Trustees of The Washington Water Power Company.

STATE OF WASHINGTON
COUNTY OF SPOKANE.

} ss.

M. W. Birkett and V. G. Shinkle being first duly sworn, each upon oath says: that he has read and signed the foregoing certificate for increase of capital stock of The Washington Water Power Company, a corporation, from thirty-five million dollars to forty million dollars and for the creation of a preferred stock issue for said corporation as set forth in the resolution set out

in said certificate; that the undersigned, M. W. Birkett, was Chairman of the stockholders' meeting referred to in said certificate, and the undersigned, V. G. Shinkle, was Secretary of said stockholders' meeting; that each and every of the statements of fact contained in said certificate, and all of the same are true and correct.

M. W. Birkett

V. G. Shinkle

Subscribed and sworn to before me this 25th day of March, A. D., 1926.

L. E. Morse

Notary Public in and for the State of Washington,
Residing at Spokane, Washington.

[L. E. Morse,
Notary Public, State of Washington.
Commission Expires Apr. 8, 1928.]

No. 65788.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION—OF—THE
WASHINGTON WATER POWER COMPANY

We, the undersigned, D. L. HUNTINGTON and V. G. SHINKLE, being respectively President and Secretary of THE WASHINGTON WATER POWER COMPANY, a corporation of the State of Washington, hereby certify:

1. That an amendment has been made to the articles of incorporation as amended of said THE WASHINGTON WATER POWER COMPANY, by striking from Article FIFTH the word "Nineteen" and inserting in lieu thereof the word "Fifteen", so that said article shall be and read as follows:

"FIFTH:—That the number of the Trustees of the Corporation shall be Fifteen."

2. That said amendment has been made by a majority vote of the Trustees of said THE WASHINGTON WATER POWER COMPANY and the written assent of the holders of more than two-thirds of the capital stock of said Corporation issued and outstanding, such written assent being hereto annexed.

And we certify said amendment to be correct.

IN WITNESS WHEREOF we have executed this certificate in triplicate under the corporate seal of THE WASHINGTON WATER POWER COMPANY this 14th day of May, 1928.
[The Washington Water Power Company, Corporate Seal.]

D L. Huntington President.

V. G. Shinkle Secretary.

STATE OF WASHINGTON
COUNTY OF SPOKANE

} : ss:

I, L. E. Morse, a Notary Public in and for the State and County aforesaid, duly commissioned, sworn and qualified, do hereby certify that on this 14th day of May, A. D., 1928, before me personally appeared D. L. HUNTINGTON and V. G. SHINKLE, 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 as above written.

L. E. Morse

Notary Public in and for the State of Washington
Residing at Spokane, Wash.

[L. E. Morse,
Notary Public, State of Washington.
Commission Expires Apr. 8, 1932.]

THE WASHINGTON WATER POWER COMPANY ASSENT OF STOCKHOLDERS

WE, the undersigned, being the holders of more than two-thirds of the capital stock of THE WASHINGTON WATER POWER COMPANY, hereby assent to the amendment of the articles of incorporation as amended of said Corporation by striking from Article FIFTH the word "Nineteen" and inserting in lieu thereof the word "Fifteen", so that said Article shall be and read as follows:

"FIFTH:—That the number of the Trustees of the Corporation shall be Fifteen."

IN WITNESS WHEREOF we have hereunto set our hands this 2d day of April, 1928.

S. W. Murphy,

A J Priest

Oswald Johnston

George H. Howard.

AMERICAN POWER & LIGHT COMPANY,

By E W Hill, V. Prest.

**Certificate of Amendment of Articles of Incorporation, Increase of Capital
Stock and Creation of New Classes of Preferred Stock**

OF

THE WASHINGTON WATER POWER COMPANY

Pursuant to Sections 3805, 3812 and 3832 of Remington's Compiled Statutes of Washington, 1922.

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 of Spokane, State of Washington, the Chairman and Secretary of a meeting of the stockholders of said Corporation held April 25, 1929, at two o'clock in the afternoon, in the City of Spokane, State of Washington, and a majority of the Trustees of said Corporation, do hereby certify as follows:

1. That a meeting of the Board of Trustees of said Corporation was duly held in the City of New York, N. Y. on March 15, 1929 at two o'clock in the afternoon pursuant to due notice thereof given in accordance with the By-Laws of said Corporation.

2. That a meeting of the stockholders of said Corporation was duly held at the office of said Corporation in the City of Spokane, State of Washington, on April 25, 1929, at two o'clock in the afternoon, and that said meeting of the stockholders was held pursuant to notice thereof, which notice stated the time and place of the meeting aforesaid and the objects thereof, including, among otherthings, the following:

(a) To consider and take action upon a proposal to amend the Articles of Incorporation of the Corporation by striking out the present Articles SECOND and THIRD and substituting in lieu thereof new Articles SECOND and THIRD and by adding a new Article SEVENTH which said new Articles SECOND, THIRD and SEVENTH shall be and read as follows:

"SECOND: The objects and purposes for which the Corporation is formed are:
To acquire, buy, hold, own, sell, lease, exchange, dispose of, finance, deal in, construct, build, equip, improve, use, operate, maintain and work upon:

(a) Any and all kinds of plants and systems for the manufacture, production, storage, utilization, purchase, sale, supply, transmission, distribution or disposition of electric energy, natural or artificial gas, water or steam, or power produced thereby, or of ice and refrigeration of any and every kind;

(b) Any and all kinds of telephone, telegraph, radio, wireless and other systems, facilities and devices for the receipt and transmission of sounds and signals, any and all kinds of interurban, city and street railways and bus lines for the transportation of passengers and/or freight, transmission lines, systems, appliances, equipment and devices and tracks, stations, buildings and other structures and facilities;

(c) Any and all kinds of works, power plants, manufactories, structures, substations, systems, tracks, machinery, generators, motors, lamps, poles, pipes, wires, cables, conduits, apparatus, devices, equipment, supplies, articles and merchandise of every kind pertaining to or in anywise connected with the construction, operation or maintenance of telephone, telegraph, radio, wireless and other systems, facilities and devices for the receipt and transmission of sounds and signals, or of interurban, city and street railways and bus lines, or in anywise connected with or pertaining to the manufacture, production, purchase, use, sale, supply, transmission, distribution, regulation, control or application of electric energy, natural or artificial gas, water, steam, ice, refrigeration and power or any other purposes;

To acquire, buy, hold, own, sell, lease, exchange, dispose of, transmit, distribute, deal in, use, manufacture, produce, furnish and supply street and inter-urban railway and bus service, electric energy, natural or artificial gas, light, heat, ice, refrigeration, water and steam in any form and for any purposes whatsoever; and any power or force or energy in any form and for any purposes whatsoever;

To manufacture, produce, buy or in any other manner acquire, and to sell, furnish, dispose of and distribute steam for heating or other purposes, and to purchase, lease or otherwise acquire, build, construct, erect, hold, own, improve, enlarge, maintain, operate, control, supervise and manage and to sell, lease or otherwise dispose of plants, works and facilities, including distribution systems, mains, pipes, conduits and meters, and all other necessary apparatus and appliances used or useful or convenient for use in the business of manufacturing, producing, selling, furnishing, disposing of and distributing steam for heating or for any other purposes;

To acquire, organize, assemble, develop, build up and operate constructing and operating and other organizations and systems, and to hire, sell, lease, exchange, turn over, deliver and dispose of such organizations and systems in whole or in part and as going organizations and systems and otherwise, and to enter into and perform contracts, agreements and undertakings of any kind in connection with any or all of the foregoing powers;

To do a general contracting business;

To purchase, acquire, develop, mine, explore, drill, hold, own, sell and dispose of lands, interests in and rights with respect to lands and waters and fixed and movable property;

To plan, design, construct, alter, repair, remove or otherwise engage in any work upon bridges, dams, canals, piers, docks, wharves, buildings, structures, foundations, mines, shafts, tunnels, wells, waterworks and all kinds of structural excavations and subterranean work and generally to carry on the business of contractors and engineers;

To manufacture, improve and work upon and to deal in, purchase, hold, sell and convey minerals, metals, wood, oils and other liquids, gases, chemicals, animal and plant products or any of the products and by-products thereof or any article or thing into the manufacture of which any of the foregoing may enter;

To manufacture, improve, repair and work upon and to deal in, purchase, hold, sell and convey any and all kinds of machines, instruments, tools, implements, mechanical devices, engines, boilers, motors, dynamos, rails, cars, ships, boats, launches, automobiles, trucks, tractors, airships, aeroplanes, articles used in structural work, building materials, hardware, textiles, clothing, cloth, leather goods, furs and any other goods, wares and merchandise of whatsoever kind;

To construct, erect and sell buildings and structures in and on any lands for any use or purpose; to equip and operate warehouses, office buildings, hotels, apartment houses, apartment hotels and restaurants, or any other buildings and structures of whatsoever kind;

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Washington or of any other state or government, and, while the owner of such stock, to exercise all the rights, powers and privileges of individual ownership with respect thereto, including the right to vote thereon, and to consent and otherwise act with respect thereto;

To aid in any manner any corporation or association, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures,

notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for the Corporation or in which or in the welfare of which the Corporation shall have any interest, and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by the Corporation, or in which it may be interested at any time; and to organize or promote or facilitate the organization of subsidiary companies;

To purchase from time to time any of its stock outstanding (so far as may be permitted by law) at such price as may be fixed by its Board of Trustees or Executive Committee and accepted by the holders of the stock purchased, and to resell any stock so purchased at such price as may be fixed by its said Board of Trustees or Executive Committee;

In any manner to acquire, enjoy, utilize and to sell or otherwise dispose of patents, copyrights and trademarks and any licenses or other rights or interests therein and thereunder;

To purchase, acquire, hold, own and sell or otherwise dispose of franchises, concessions, consents, privileges and licenses;

To borrow money and contract debts, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects; all as may be determined from time to time by the Board of Trustees or Executive Committee of the Corporation, pursuant to the authority hereby conferred;

To create mortgages or deeds of trust which shall cover and create a lien upon all or any part of the property of the Corporation of whatsoever kind and wheresoever situated, then owned or thereafter acquired, and to provide in any such mortgage or deed of trust that the amount of bonds or other evidences of indebtedness to be issued thereunder and to be secured thereby shall be limited to a definite amount or limited only by the conditions therein specified and to issue or cause to be issued by the Corporation the bonds or other evidences of indebtedness to be secured thereby; all as may be determined from time to time by the Board of Trustees or Executive Committee of the Corporation pursuant to the authority hereby conferred.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation or any amendment thereof;

To do any or all things herein set forth, to the same extent and as fully as natural persons might or could do, and in any part of the world, and as principal, agent, contractor or otherwise, and either alone or in conjunction with any other persons, firms, associations or corporations;

To conduct its business in any or all its branches in the State of Washington, other states, the District of Columbia, the territories and colonies of the United States, and any foreign countries, and to have one or more offices out of the State of Washington.

THIRD: The amount of the total authorized capital stock of the Corporation shall consist of:

1. 5,000,000 shares without nominal or par value of Common Stock;

2. 50,000 shares of the par value of \$100 each of \$6.50 Preferred Stock, said \$6.50 Preferred Stock being entitled in preference to the Common Stock to cumulative dividends at the rate and in the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the Corporation to the amounts as stated in the resolutions passed at the annual meeting of the stockholders of the Corporation held on March 8, 1926 and referred to in the Certificate of Increase of Capital Stock and creating a Preferred Stock issue, verified on March 25, 1926 and filed with the Secretary of State. Said shares of \$6.50 Preferred Stock are not an increase of or an addition to the shares authorized by said resolutions. Said \$6.50 Preferred Stock shall have the preferences, rights and privileges hereinafter provided for;

3. 200,000 shares without nominal or par value of \$6 Preferred Stock (not heretofore authorized), which shall have the preferences, rights and privileges hereinafter provided.

The amount of capital with which the Corporation will begin to carry on business hereunder shall be Five Million Five Hundred Dollars (\$5,000,500).

The holders of \$6.50 Preferred Stock and \$6 Preferred Stock shall be entitled *pari passu* to receive dividends, when and as declared by the Board of Trustees, out of the surplus or profits of the Corporation, in the case of the \$6.50 Preferred Stock at the rate of \$6.50 per share per annum and no more, and in the case of the \$6 Preferred Stock at the rate of \$6 per share per annum and no more, payable on such dates as the Board of Trustees may from time to time determine. Such dividends on the \$6.50 Preferred Stock and the \$6 Preferred Stock shall be cumulative from and after the date of issue thereof unless the Corporation shall have then established regular dividend periods with respect to its said \$6.50 Preferred Stock and/or its said \$6 Preferred Stock in which event such dividends shall be cumulative from the first day of the current dividend period within which such stock shall have been originally issued, so that if dividends in the case of the \$6.50 Preferred Stock at the rate of \$6.50 per share per annum and in the case of \$6 Preferred Stock at the rate of \$6 per share per annum for all past dividend periods shall not have been paid on the outstanding \$6.50 Preferred Stock and \$6 Preferred Stock or declared and funds set apart therefor and the dividends at said respective rates for the then current dividend periods shall not have been paid or declared and funds set apart therefor, the deficiency shall be fully paid or declared and funds set apart therefor at said respective rates before any dividends shall be paid upon or set apart for the Common Stock. Dividends may be paid upon the Common Stock only when dividends at the rate of \$6.50 per share per annum upon the outstanding \$6.50 Preferred Stock and at the rate of \$6 per share per annum upon the outstanding \$6 Preferred Stock for all past dividend periods and for the current dividend periods shall have been paid in full or declared and funds set apart therefor, but whenever there shall have been paid or funds shall have been set aside for the payment of all such dividends upon the \$6.50 Preferred Stock and the \$6 Preferred Stock as aforesaid, then dividends upon the Common Stock may be declared payable then or thereafter out of any surplus or profits then remaining. The holders of the \$6.50 Preferred Stock shall not receive dividends thereon other than the aforesaid dividends at the rate of \$6.50 per share per annum and the holders of the \$6 Preferred Stock shall not receive any dividends thereon other than the aforesaid dividends at the rate of \$6 per share per annum.

In the event of any liquidation, dissolution or winding up of the affairs of the Corporation or any distribution of its capital, whether voluntary or involuntary, before any distribution shall be made to the holders of the Common Stock, each holder of the \$6.50 Preferred Stock and/or \$6 Preferred Stock shall be entitled *pari passu* to be paid on each share of such stock held by him the sum of \$100 plus in the case of \$6.50 Preferred Stock the amount, if any, by which \$6.50 per annum from the date after which dividends on said share became cumulative to the date of such distribution exceeds the dividends actually paid thereon and

plus in the case of \$6 Preferred Stock the amount, if any, by which \$6 per annum from the date after which dividends on said share became cumulative to the date of such distribution exceeds the dividends actually paid thereon. After such payment, or the setting aside of funds for such payment, to the holders of the \$6.50 Preferred Stock and the \$6 Preferred Stock, the remaining assets and funds of the Corporation (subject to the rights of any class of stock hereafter authorized) shall be divided and distributed among the holders of the Common Stock alone according to their respective shares.

Except for those purposes only for which the right to vote is herein elsewhere expressly given to the holders of \$6 Preferred Stock, the \$6 Preferred Stock shall not entitle any holder thereof to vote at any meeting of stockholders or election of the Corporation or otherwise to participate in any action taken by the Corporation or the stockholders thereof. Upon the vote of a majority of the total number of shares of the issued and outstanding Common Stock at any annual meeting or at any special meeting called for that purpose, the denial of voting rights as in this paragraph contained may be removed with respect to the \$6 Preferred Stock. Thereafter each holder of record of the \$6 Preferred Stock shall be entitled to one vote for each share of such stock held by him.

Each holder of record of the \$6.50 Preferred Stock and the Common Stock shall be entitled to one vote for each share of such stock held by him.

Upon the written consent, or upon the affirmative vote at any annual meeting or at any special meeting called for that purpose, of the holders of record of a majority of the shares of the issued and outstanding Common Stock the \$6.50 Preferred Stock or the \$6 Preferred Stock, or both thereof, may be redeemed in whole or in part at any time at One Hundred and four Dollars (\$104) for each share of the \$6.50 Preferred Stock redeemed, plus the amount, if any, by which Six and 50/100 Dollars (\$6.50) per annum upon such share from the date after which dividends thereon became cumulative to the date of redemption exceeds the dividends actually paid thereon or declared and set apart for payment thereon from such date to the date of redemption, and at One hundred and ten Dollars (\$110) for each share of the \$6 Preferred Stock redeemed, plus the amount, if any, by which Six Dollars (\$6) per annum upon such share from the date after which dividends thereon became cumulative to the date of redemption exceeds the dividends actually paid thereon or declared and set apart for payment thereon from such date to the date of redemption. If, pursuant to said written consent or affirmative vote of the Common Stock, less than all of the shares of the \$6.50 Preferred Stock are to be redeemed, such redemption of the \$6.50 Preferred Stock shall be made *pro rata* except that fractions of shares of the \$6.50 Preferred Stock shall be disregarded and in such case the redemption shall include full shares of the \$6.50 Preferred Stock only. If, pursuant to said written consent or affirmative vote of the Common Stock, less than all of the shares of the \$6 Preferred Stock are to be redeemed, the shares of the \$6 Preferred Stock to be redeemed shall be selected in such manner as the Board of Trustees or the Executive Committee shall determine. The Board of Trustees by the vote or consent of two-thirds of all the members thereof shall have the power to select for redemption any particular share or shares of the \$6 Preferred Stock to be redeemed, designating the share or shares of said \$6 Preferred Stock so selected by the number or numbers appearing on the then outstanding certificate or certificates representing the shares so selected. Notice of the intention of the Corporation to redeem shares of the \$6.50 Preferred Stock or the \$6 Preferred Stock, or any thereof, and of the date and place of redemption shall be mailed in the case of the redemption of shares of \$6.50 Preferred Stock not less than sixty (60) days and in the case of the redemption of shares of \$6 Preferred Stock not less than thirty (30) days before the date of redemption to each holder of record of the shares to be redeemed at his last known post office address as shown by the records of the Corporation. At any time after such notice has been mailed as aforesaid, the Corporation may deposit the aggregate redemption price (or the portion thereof not

already paid in the redemption of shares so to be redeemed) with any bank or trust company in the State of Washington, having a capital and surplus of not less than \$1,000,000, named in such notice, payable in the amounts aforesaid to the respective orders of the record holders of the shares so to be redeemed, on endorsement, if required, and surrender of their certificates, and from and after the making of such deposit said holders shall cease to be stockholders with respect to said shares and shall have no interest in or claim against the Corporation with respect to said shares, but shall be entitled only to receive said moneys from said bank or trust company without interest. The Corporation shall be entitled to receive from any such bank or trust company the interest, if any, allowed by such bank or trust company on any moneys deposited as in this paragraph provided, and the holders of any shares so redeemed shall have no claim to any such interest. Any money so deposited and remaining unclaimed at the end of six (6) years from the date fixed for redemption shall, if thereafter requested by resolution of the Board of Trustees, be repaid to the Corporation, and in the event of such repayment to the Corporation such holders of record of the shares so redeemed, as shall not have made claim against such moneys prior to such repayment to the Corporation, shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as above stated for the redemption of such shares and so repaid to the Corporation but shall in no event be entitled to any interest.

The Board of Trustees of the Corporation may at any time authorize the conversion of any of the shares of the then outstanding \$6.50 Preferred Stock with the consent of the holder thereof into \$6 Preferred Stock then authorized but unissued upon the basis of one share of \$6 Preferred Stock (plus such additional consideration, if any, in \$6 Preferred Stock and/or in preferred stock of any other class or classes and/or in cash and upon such other terms and conditions as may be determined by the Board of Trustees) for each share of \$6.50 Preferred Stock so converted, and when and if any shares of the \$6.50 Preferred Stock shall be received by the Corporation on any such conversion the same shall be cancelled and shall not be issued or reissued thereafter.

Upon the written consent, or upon the affirmative vote given at a meeting of the holders of the Common Stock called and held as provided by the By-Laws, of the holders of record of a majority of the shares of the Common Stock outstanding, the Board of Trustees of the Corporation, in addition to the power conferred by the preceding paragraph hereof, may at any time authorize the conversion of any of the outstanding preferred stock of any class with the consent of the holder thereof into any other class of preferred stock then authorized but unissued, and may fix the terms and conditions upon which such conversion shall be made, all upon compliance with any statute which may govern such conversion.

A consolidation, merger or amalgamation of the Corporation with or into any other corporation or corporations shall not be deemed a distribution of assets of the Corporation within the meaning of any provisions of these Articles of Incorporation.

Upon the vote of a majority of all of the trustees of the Corporation and of the holders of record of two-thirds of the total number of shares of the Corporation then issued and outstanding and entitled to vote (or, if the vote of a larger number or different proportion of shares is required by the laws of the State of Washington, notwithstanding the above agreement of the stockholders of the Corporation to the contrary, then upon the vote of the holders of record of the larger number or different proportion of shares so required) the Corporation may from time to time create or authorize one or more other classes of stock with such preferences, designations, rights, privileges, powers, restrictions, limitations and qualifications as may be determined by said vote, which may be the same or different from the preferences, designations, rights, privileges, powers, restrictions, limitations and qualifications of the classes of stock of the Corporation then

authorized and/or the Corporation may increase or decrease the number of shares of one or more of the classes of stock then authorized, provided, however, that no new class of stock shall hereafter be created which is entitled to dividends or shares in distribution of assets in priority to the \$6.50 Preferred Stock unless the stockholders voting for the creation of such new class of stock shall include the holders of record of all of the shares of the \$6.50 Preferred Stock then outstanding, or unless the holders of record of all of the \$6.50 Preferred Stock then outstanding shall consent thereto in writing; and provided, further, that no new class of stock shall hereafter be created which is entitled to dividends or shares in distribution of assets in priority to the \$6 Preferred Stock unless the stockholders voting for the creation of such new class of stock shall include the holders of record of not less than two-thirds of the number of shares of the \$6 Preferred Stock then outstanding, or unless the holders of record of not less than two-thirds of the number of shares of the \$6 Preferred Stock then outstanding shall consent thereto in writing. Any such vote authorizing the creation of a new class of stock may provide that all moneys payable by the Corporation with respect to any class of stock thereby authorized shall or may be paid in the money of any foreign country named therein or designated by the Board of Trustees pursuant to authority therein granted at a fixed rate of exchange with the money of the United States of America therein stated or provided for, and all such payments shall be made accordingly. Any such vote may authorize any shares of any class then authorized but unissued to be issued as shares of such new class or classes.

All stock of the Corporation without nominal or par value whether authorized herein or upon subsequent increases of capital stock or pursuant to any amendment hereof may be issued, sold and disposed of by the Corporation from time to time for such consideration in labor, services, money or property as may be fixed from time to time by the Board of Trustees and authority to the Board of Trustees so to fix such consideration is hereby granted by the stockholders.

No holder of any stock of the Corporation shall be entitled as of right to purchase or subscribe for any part of any stock of the Corporation authorized herein or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation or of any bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation but any stock authorized herein or any such additional authorized issue of any stock or of securities convertible into stock may be issued and disposed of by the Board of Trustees to such persons, firms, corporations or associations upon such terms and conditions as the Board of Trustees in their discretion may determine without offering any thereof on the same terms or any terms to the stockholders then of record or to any class of stockholders.

The shares with par value of the Common Stock of the Corporation issued and outstanding when the Articles of Incorporation of the Corporation are amended to provide for shares of Common Stock without nominal or par value shall be converted into and exchanged for shares of Common Stock without nominal or par value of the Corporation on the basis of ten shares without nominal or par value of Common Stock of the Corporation for each share of the par value of \$100 each of Common Stock of the Corporation then issued and outstanding.

SEVENTH: For the management of the property and the regulation of the affairs of the Corporation provision is made as follows:

All corporate powers shall be exercised by the Board of Trustees, except as otherwise provided by statute or by these Articles of Incorporation. By-laws may be made by the Board of Trustees except as otherwise provided by law, and may be altered in such manner as may be therein provided. The Board of Trustees shall have power to authorize the payment of compensation to the trustees for services to the Corporation, including fees for attendance at meetings of the Board of Trustees and other meetings, and to determine the amount of such compensation or fees.

An executive committee may be appointed by and from the Board of Trustees in such manner and subject to such regulations as may be provided in the By-laws, which committee shall have and may exercise, when the Board is not in session, all the powers of said Board which may be lawfully delegated subject to such limitations as may be provided in the By-laws or by resolutions of the Board. The fact that the executive committee has acted shall be conclusive evidence that the Board was not in session at the time of such action.

A trustee of the Corporation shall not be disqualified by his office from dealing or contracting with this Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any trustee or any firm of which any trustee is a member or any corporation of which any trustee is a shareholder or trustee, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved either (1) by a vote of a majority of a quorum of the Board of Trustees or of the Executive Committee without counting in such majority or quorum any trustee so interested or member of a firm so interested or a shareholder or trustee of a corporation so interested, or (2) by the written consent or by vote at a stockholders' meeting of the holders of record of a majority in number of all the outstanding shares of capital stock of the Corporation entitled to vote; nor shall any trustee be liable to account to the Corporation for any profits realized by and from or through any such transaction or contract of the Corporation authorized, ratified or approved as aforesaid by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder or trustee, was interested in such transaction or contract. Nothing herein contained shall create any liability in the events above described or prevent the authorization, ratification or approval of such transaction or contract in any other manner provided by law.

Stockholders shall have no rights, except as conferred by statute or by the By-laws, to inspect any book, paper or account of the Corporation.

Any property of the Corporation not essential to the conduct of its corporate business may be sold, leased, exchanged, or otherwise disposed of, by authority of its Board of Trustees and the Corporation may sell, lease, exchange or otherwise dispose of, all of its property and franchises, or any of its property, franchises, corporate rights, or privileges, essential to the conduct of its corporate business and purposes upon the consent of and for such consideration and upon such terms as may be authorized by a majority of all of the trustees and the holders of two-thirds of the issued and outstanding shares of the Corporation having voting power (or, if the consent or vote of a larger number or different proportion of the trustees and/or shares is required by the laws of the State of Washington, notwithstanding the above agreement of the stockholders of the Corporation to the contrary, then upon the consent or vote of the larger number or different proportion of the trustees and/or shares so required) expressed in writing, or by vote at a meeting of holders of the shares of the Corporation having voting power duly held as provided by law, or in the manner provided by the By-Laws of the Corporation, if not inconsistent therewith.

Upon the affirmative vote of the holders of two-thirds of the issued and outstanding shares of the Corporation having voting power given at a meeting of the holders of the shares of the Corporation having voting power duly called for that purpose or when authorized by the written consent of the holders of two-thirds of the issued and outstanding shares of the Corporation having voting power and upon the vote of a majority of the Board of Trustees, all of the property, franchises, rights and assets of the Corporation may be sold, conveyed, assigned and transferred as an entirety to a new company to be organized under the laws of the United States, the State of Washington or any other state of the United States, for the purpose of so taking over all the property, franchises, rights and assets of the Corporation, with the same or a different authorized number of shares of stock and with the same preferences, voting powers, restrictions and

qualifications thereof as may then attach to the classes of stock of the Corporation then outstanding so far as the same shall be consistent with such laws of the United States or of Washington or of such other state (provided that the whole or any part of such stock or of any class thereof may be stock with or without a nominal or par value), the consideration for such sale and conveyance to be the assumption by such new company of all of the then outstanding liabilities of the Corporation and the issuance and delivery by the new company of shares of stock (any or all thereof either with or without nominal or par value) of such new company of the several classes into which the stock of the Corporation is then divided equal in number to the number of shares of stock of the Corporation of said several classes then outstanding. In the event of such sale, each holder of stock of the Corporation agrees so far as he may be permitted by the laws of Washington forthwith to surrender for cancellation his certificate or certificates for stock of the Corporation and to receive and accept in exchange therefor, as his full and final distributive share of the proceeds of such sale and conveyance and of the assets of the Corporation, a number of shares of the stock of the new company of the class corresponding to the class of the shares surrendered equal in number to the shares of stock of the Corporation so surrendered, and in such event no holder of any of the stock of the Corporation shall have any rights or interests in or against the Corporation, except the right upon surrender of his certificates as aforesaid properly endorsed, to receive from the Corporation certificates for such shares of said new company as herein provided. Such new company may have all or any of the powers of the Corporation and the certificate of incorporation and by-laws of such new company may contain all or any of the provisions contained in the Articles of Incorporation and By-laws of the Corporation.

Upon the written assent, in person or by proxy, or pursuant to the affirmative vote, in person or by proxy, of the holders of a majority in number of the shares then outstanding and entitled to vote (or, if the assent or vote of a larger number or different proportion of shares is required by the laws of the State of Washington notwithstanding the above agreement of the stockholders of the Corporation to the contrary, then upon the assent or vote of the larger number or different proportion of the shares so required) (1) any or every statute of the State of Washington hereafter enacted, whereby the rights, powers or privileges of the Corporation are or may be increased, diminished, or in any way affected, or whereby the rights, powers or privileges of the stockholders of corporations organized under the law under which the Corporation is organized are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part less than all of the stockholders of any such corporation shall, notwithstanding any provision which may at the time be contained in these Articles of Incorporation or any law, apply to the Corporation, and shall be binding not only upon the Corporation but upon every stockholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation and/or (2) amendments to said Articles authorized at the time of the making of such amendments by the laws of the State of Washington may be made. No such written consent or vote (a) shall decrease the amounts which the holders of outstanding \$6.50 Preferred Stock are entitled to receive as dividends or in distribution of assets in preference to the holders of the Common Stock and *pari passu* with the \$6 Preferred Stock, all as set forth in Article THIRD hereof, unless the holders of all of the then outstanding \$6.50 Preferred Stock consent in writing to or vote for such decrease; (b) shall decrease the amounts which the holders of outstanding \$6 Preferred Stock are entitled to receive as dividends or in distribution of assets in preference to the holders of the Common Stock and *pari passu* with the \$6.50 Preferred Stock, all as set forth in Article THIRD hereof, unless the holders of at least 90% of the then outstanding \$6 Preferred Stock consent in writing to or vote for such decrease; (c) shall reduce the percentage of the shares of outstanding \$6.50 Preferred Stock required in Article THIRD hereof, to consent to the creation of any new class of stock

entitled to dividends or shares in distribution of assets in priority to the \$6.50 Preferred Stock unless the stockholders consenting in writing to, or voting for, such reduction, shall include the holders of all of the shares of the then outstanding \$6.50 Preferred Stock; or (d) shall reduce the percentage of the shares of outstanding \$6 Preferred Stock required in Article THIRD hereof to consent to the creation of any new class of stock entitled to dividends or shares in distribution of assets in priority to the \$6 Preferred Stock, unless the stockholders consenting in writing to, or voting for, said reduction, shall include, in the case of a written consent, the holders of at least two-thirds of all the shares of the then outstanding \$6 Preferred Stock, or in the case of a vote, the holders of not less than two-thirds of the number of shares of the \$6 Preferred Stock voted at the meeting at which said vote is cast."

(b) To consider and take action upon a proposal to increase the authorized capital stock of the Corporation from 400,000 shares of the par value of \$100 each, divided into 50,000 shares of Preferred Stock and 350,000 shares of Common Stock, to 50,000 shares of the par value of \$100 each of \$6.50 Preferred Stock and 5,200,000 shares without nominal or par value, divided into 200,000 shares of \$6 Preferred Stock and 5,000,000 shares of Common Stock, and to create such preferred stocks.

(c) To consider and take action upon a proposal to convert and exchange the shares with par value of the Common Stock of the Corporation issued and outstanding, when the amendments of the Articles of Incorporation hereinbefore mentioned become effective, into and for shares without nominal or par value of the Common Stock of the Corporation, on the basis of ten shares without nominal or par value of Common Stock of the Corporation for each share of the par value of \$100 each of Common Stock of the Corporation then issued and outstanding, and to authorize and direct the exchange of the certificates for the shares with par value of Common Stock of the Corporation upon the surrender thereof to the Corporation for cancellation for certificates for shares without nominal or par value of the Common Stock of the Corporation on the basis aforesaid.

(d) To authorize the execution and filing of such certificate or certificates and the doing of such acts or things as may be necessary or desirable to make effective the action taken at said meeting or any adjournment or adjournments thereof. That said notice was dated April 2, 1929, and was signed by the Secretary of said Corporation and by at least a majority of the Board of Trustees of said Corporation and was published once a week for at least two successive weeks before said meeting in a newspaper published and of general circulation in the City of Spokane, State of Washington, and a copy of said notice was duly mailed to each stockholder of said Corporation at his last known post office address at least two weeks before said meeting of the stockholders.

3. That amendments have been made to the Articles of Incorporation of said Corporation at said meeting of the Board of Trustees by a majority vote of the Trustees of said Corporation and at said meeting of the stockholders by the vote of two-thirds of the capital stock of said Corporation by striking out of the present Articles SECOND and THIRD of the Articles of Incorporation of said Corporation and substituting in lieu thereof new Articles SECOND and THIRD and by adding to the Articles of Incorporation of said Corporation a new Article SEVENTH, which said new Articles SECOND, THIRD and SEVENTH are and read as hereinafter set forth.

4. That at said meeting of the stockholders the increase of the authorized capital stock of said Corporation from 400,000 shares of the par value of \$100 each, divided into 50,000 shares of Preferred Stock and 350,000 shares of Common Stock, to 50,000 shares of the par value of \$100 each of \$6.50 Preferred Stock and 5,200,000 shares without nominal or par value, divided into 200,000 shares of \$6 Preferred Stock and 5,000,000 shares of Common Stock, was authorized by the vote of the stockholders holding at least two-thirds of the stock of said Corporation.

5. That at said meeting of the stockholders the creation of new classes of preferred stock of said Corporation, as hereinafter set forth, was authorized by vote of the holders

of record of at least two-thirds of the stock of said Corporation.

6. That at said meeting of the stockholders the following resolutions were authorized and adopted by the vote of the stockholders holding at least two-thirds of the stock of said Corporation and by the vote of two-thirds of the capital stock of said Corporation:

RESOLVED that the Articles of Incorporation of the Corporation be and the same hereby are amended by striking out the present Articles SECOND and THIRD and substituting in lieu thereof new Articles SECOND and THIRD and by adding a new Article SEVENTH, which said new Articles SECOND, THIRD and SEVENTH shall be and read as follows:

"SECOND: The objects and purposes for which the Corporation is formed are:

To acquire, buy, hold, own, sell, lease, exchange, dispose of, finance, deal in, construct, build, equip, improve, use, operate, maintain and work upon:

(a) Any and all kinds of plants and systems for the manufacture, production, storage, utilization, purchase, sale, supply, transmission, distribution or disposition of electric energy, natural or artificial gas, water or steam, or power produced thereby, or of ice and refrigeration of any and every kind;

(b) Any and all kinds of telephone, telegraph, radio, wireless and other systems, facilities and devices for the receipt and transmission of sounds and signals, any and all kinds of interurban, city and street railways and bus lines for the transportation of passengers and/or freight, transmission lines, systems, appliances, equipment and devices and tracks, stations, buildings and other structures and facilities;

(c) Any and all kinds of works, power plants, manufactories, structures, substations, systems, tracks, machinery, generators, motors, lamps, poles, pipes, wires, cables, conduits, apparatus, devices, equipment, supplies, articles and merchandise of every kind pertaining to or in anywise connected with the construction, operation or maintenance of telephone, telegraph, radio, wireless and other systems, facilities and devices for the receipt and transmission of sounds and signals, or of interurban, city and street railways and bus lines, or in anywise connected with or pertaining to the manufacture, production, purchase, use, sale, supply, transmission, distribution, regulation, control or application of electric energy, natural or artificial gas, water, steam, ice, refrigeration and power or any other purposes;

To acquire, buy, hold, own, sell, lease, exchange, dispose of, transmit, distribute, deal in, use, manufacture, produce, furnish and supply street and interurban railway and bus service, electric energy, natural or artificial gas, light, heat, ice, refrigeration, water and steam in any form and for any purposes whatsoever; and any power or force or energy in any form and for any purposes whatsoever;

To manufacture, produce, buy or in any other manner acquire, and to sell, furnish, dispose of and distribute steam for heating or other purposes, and to purchase, lease or otherwise acquire, build, construct, erect, hold, own, improve, enlarge, maintain, operate, control, supervise and manage and to sell, lease or otherwise dispose of plants, works and facilities, including distribution systems, mains, pipes, conduits and meters, and all other necessary apparatus and appliances used or useful or convenient for use in the business of manufacturing, producing, selling, furnishing, disposing of and distributing steam for heating or for any other purposes;

To acquire, organize, assemble, develop, build up and operate constructing and operating and other organizations and systems, and to hire, sell, lease, exchange, turn over, deliver and dispose of such organizations and systems in whole or in part and as going organizations and systems and otherwise, and to enter into

and perform contracts, agreements and undertakings of any kind in connection with any or all of the foregoing powers;

To do a general contracting business;

To purchase, acquire, develop, mine, explore, drill, hold, own, sell and dispose of lands, interests in and rights with respect to lands and waters and fixed and movable property;

To plan, design, construct, alter, repair, remove or otherwise engage in any work upon bridges, dams, canals, piers, docks, wharves, buildings, structures, foundations, mines, shafts, tunnels, wells, waterworks and all kinds of structural excavations and subterranean work and generally to carry on the business of contractors and engineers;

To manufacture, improve and work upon and to deal in, purchase, hold, sell and convey minerals, metals, wood, oils and other liquids, gases, chemicals, animal and plant products or any of the products and by-products thereof or any article or thing into the manufacture of which any of the foregoing may enter;

To manufacture, improve, repair and work upon and to deal in, purchase, hold, sell and convey any and all kinds of machines, instruments, tools, implements, mechanical devices, engines, boilers, motors, dynamos, rails, cars, ships, boats, launches, automobiles, trucks, tractors, airships, aeroplanes, articles used in structural work, building materials, hardware, textiles, clothing, cloth, leather goods, furs and any other goods, wares and merchandise of whatsoever kind;

To construct, erect and sell buildings and structures in and on any lands for any use or purpose; to equip and operate warehouses, office buildings, hotels, apartment houses, apartment hotels and restaurants, or any other buildings and structures of whatsoever kind;

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Washington or of any other state or government, and, while the owner of such stock, to exercise all the rights, powers and privileges of individual ownership with respect thereto, including the right to vote thereon, and to consent and otherwise act with respect thereto;

To aid in any manner any corporation or association, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidence of indebtedness, contracts or obligations of which are held by or for the Corporation or in which or in the welfare of which the Corporation shall have any interest, and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by the Corporation, or in which it may be interested at any time; and to organize or promote or facilitate the organization of subsidiary companies;

To purchase from time to time any of its stock outstanding (so far as may be permitted by law) at such price as may be fixed by its Board of Trustees or Executive Committee and accepted by the holders of the stock purchased, and to resell any stock so purchased at such price as may be fixed by its said Board of Trustees or Executive Committee;

In any manner to acquire, enjoy, utilize and to sell or otherwise dispose of patents, copyrights and trademarks and any licenses or other rights or interests therein and thereunder;

To purchase, acquire, hold, own and sell or otherwise dispose of franchises, concessions, consents, privileges and licenses;

To borrow money and contract debts, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness pay-

able at a specified time or times or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects; all as may be determined from time to time by the Board of Trustees or Executive Committee of the Corporation, pursuant to the authority hereby conferred;

To create mortgages or deeds of trust which shall cover and create a lien upon all or any part of the property of the Corporation of whatsoever kind and wheresoever situated, then owned or thereafter acquired, and to provide in any such mortgage or deed of trust that the amount of bonds or other evidences of indebtedness to be issued thereunder and to be secured thereby shall be limited to a definite amount or limited only by the conditions therein specified and to issue or cause to be issued by the Corporation the bonds or other evidences of indebtedness to be secured thereby; all as may be determined from time to time by the Board of Trustees or Executive Committee of the Corporation pursuant to the authority hereby conferred;

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation or any amendment thereof;

To do any or all things herein set forth, to the same extent and as fully as natural persons might or could do, and in any part of the world, and as principal, agent, contractor or otherwise, and either alone or in conjunction with any other persons, firms, associations or corporations;

To conduct its business in any or all its branches in the State of Washington, other states, the District of Columbia, the territories and colonies of the United States, and any foreign countries, and to have one or more offices out of the State of Washington.

THIRD: The amount of the total authorized capital stock of the Corporation shall consist of:

1. 5,000,000 shares without nominal or par value of Common Stock;
2. 50,000 shares of the par value of \$100 each of \$6.50 Preferred Stock, said \$6.50 Preferred Stock being entitled in preference to the Common Stock to cumulative dividends at the rate and in the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the Corporation to the amounts as stated in the resolutions passed at the annual meeting of the stockholders of the Corporation held on March 8, 1926 and referred to in the Certificate of Increase of Capital Stock and creating a Preferred Stock issue, verified on March 25, 1926 and filed with the Secretary of State. Said shares of \$6.50 Preferred Stock are not an increase of or an addition to the shares authorized by said resolutions. Said \$6.50 Preferred Stock shall have the preferences, rights and privileges hereinafter provided for;
3. 200,000 shares without nominal or par value of \$6 Preferred Stock (not heretofore authorized), which shall have the preferences, rights and privileges hereinafter provided.

The amount of capital with which the Corporation will begin to carry on business hereunder shall be Five Million Five Hundred Dollars (\$5,000,500).

The holders of \$6.50 Preferred Stock and \$6 Preferred Stock shall be entitled *pari passu* to receive dividends, when and as declared by the Board of Trustees, out of the surplus or profits of the Corporation, in the case of the \$6.50

Preferred Stock at the rate of \$6.50 per share per annum and no more, and in the case of the \$6 Preferred Stock at the rate of \$6 per share per annum and no more, payable on such dates as the Board of Trustees may from time to time determine. Such dividends on the \$6.50 Preferred Stock and the \$6 Preferred Stock shall be cumulative from and after the date of issue thereof unless the Corporation shall have then established regular dividend periods with respect to its said \$6.50 Preferred Stock and/or its said \$6 Preferred Stock in which event such dividends shall be cumulative from the first day of the current dividend period within which such stock shall have been originally issued, so that if dividends in the case of the \$6.50 Preferred Stock at the rate of \$6.50 per share per annum and in the case of \$6 Preferred Stock at the rate of \$6 per share per annum for all past dividend periods shall not have been paid on the outstanding \$6.50 Preferred Stock and \$6 Preferred Stock or declared and funds set apart therefor and the dividends at said respective rates for the then current dividend periods shall not have been paid or declared and funds set apart therefor, the deficiency shall be fully paid or declared and funds set apart therefor at said respective rates before any dividends shall be paid upon or set apart for the Common Stock. Dividends may be paid upon the Common Stock only when dividends at the rate of \$6.50 per share per annum upon the outstanding \$6.50 Preferred Stock and at the rate of \$6 per share per annum upon the outstanding \$6 Preferred Stock for all past dividend periods and for the current dividend periods shall have been paid in full or declared and funds set apart therefor, but whenever there shall have been paid or funds shall have been set aside for the payment of all such dividends upon the \$6.50 Preferred Stock and the \$6 Preferred Stock as aforesaid, then dividends upon the Common Stock may be declared payable then or thereafter out of any surplus or profits then remaining. The holders of the \$6.50 Preferred Stock shall not receive dividends thereon other than the aforesaid dividends at the rate of \$6.50 per share per annum and the holders of the \$6 Preferred Stock shall not receive any dividends thereon other than the aforesaid dividends at the rate of \$6 per share per annum.

In the event of any liquidation, dissolution or winding up of the affairs of the Corporation or any distribution of its capital, whether voluntary or involuntary, before any distribution shall be made to the holders of the Common Stock, each holder of the \$6.50 Preferred Stock and/or \$6 Preferred Stock shall be entitled *pari passu* to be paid on each share of such stock held by him the sum of \$100 plus in the case of \$6.50 Preferred Stock the amount, if any, by which \$6.50 per annum from the date after which dividends on said share became cumulative to the date of such distribution exceeds the dividends actually paid thereon and plus in the case of \$6 Preferred Stock the amount, if any, by which \$6 per annum from the date after which dividends on said share became cumulative to the date of such distribution exceeds the dividends actually paid thereon. After such payment, or the setting aside of funds for such payment, to the holders of the \$6.50 Preferred Stock and the \$6 Preferred Stock, the remaining assets and funds of the Corporation (subject to the rights of any class of stock hereafter authorized) shall be divided and distributed among the holders of the Common Stock alone according to their respective shares.

Except for those purposes only for which the right to vote is herein elsewhere expressly given to the holders of \$6 Preferred Stock, the \$6 Preferred Stock shall not entitle any holder thereof to vote at any meeting of stockholders or election of the Corporation or otherwise to participate in any action taken by the Corporation or the stockholders thereof. Upon the vote of a majority of the total number of shares of the issued and outstanding Common Stock at any annual meeting or at any special meeting called for that purpose, the denial of voting rights as in this paragraph contained may be removed with respect to the \$6 Preferred Stock. Thereafter each holder of record of the \$6 Preferred Stock shall be entitled to one vote for each share of such stock held by him.

Each holder of record of the \$6.50 Preferred Stock and the Common Stock

shall be entitled to one vote for each share of such stock held by him.

Upon the written consent, or upon the affirmative vote at any annual meeting or at any special meeting called for that purpose, of the holders of record of a majority of the shares of the issued and outstanding Common Stock the \$6.50 Preferred Stock or the \$6 Preferred Stock, or both thereof, may be redeemed in whole or in part at any time at One hundred and four Dollars (\$104) for each share of the \$6.50 Preferred Stock redeemed, plus the amount, if any, by which Six and 50/100 Dollars (\$6.50) per annum upon such share from the date after which dividends thereon became cumulative to the date of redemption exceeds the dividends actually paid thereon or declared and set apart for payment thereon from such date to the date of redemption, and at One hundred and ten Dollars (\$110) for each share of the \$6 Preferred Stock redeemed, plus the amount, if any, by which Six Dollars (\$6) per annum upon such share from the date after which dividends thereon became cumulative to the date of redemption exceeds the dividends actually paid thereon or declared and set apart for payment thereon from such date to the date of redemption. If, pursuant to said written consent or affirmative vote of the Common Stock, less than all of the shares of the \$6.50 Preferred Stock are to be redeemed, such redemption of the \$6.50 Preferred Stock shall be made *pro rata* except that fractions of shares of the \$6.50 Preferred Stock shall be disregarded and in such case the redemption shall include full shares of the \$6.50 Preferred Stock only. If, pursuant to said written consent or affirmative vote of the Common Stock, less than all of the shares of the \$6 Preferred Stock are to be redeemed, the shares of the \$6 Preferred Stock to be redeemed shall be selected in such manner as the Board of Trustees or the Executive Committee shall determine. The Board of Trustees by the vote or consent of two-thirds of all the members thereof shall have the power to select for redemption any particular share or shares of the \$6 Preferred Stock to be redeemed, designating the share or shares of said \$6 Preferred Stock so selected by the number or numbers appearing on the then outstanding certificate or certificates representing the shares so selected. Notice of the intention of the Corporation to redeem shares of the \$6.50 Preferred Stock or the \$6 Preferred Stock, or any thereof, and of the date and place of redemption shall be mailed in the case of the redemption of shares of \$6.50 Preferred Stock not less than sixty (60) days and in the case of the redemption of shares of \$6 Preferred Stock not less than thirty (30) days before the date of redemption to each holder of record of the shares to be redeemed at his last known post office address as shown by the records of the Corporation. At any time after such notice has been mailed as aforesaid, the Corporation may deposit the aggregate redemption price (or the portion thereof not already paid in the redemption of shares so to be redeemed) with any bank or trust company in the State of Washington, having a capital and surplus of not less than \$1,000,000, named in such notice, payable in the amounts aforesaid to the respective orders of the record holders of the shares so to be redeemed, on endorsement, if required, and surrender of their certificates, and from and after the making of such deposit said holders shall cease to be stockholders with respect to said shares and shall have no interest in or claim against the Corporation with respect to said shares, but shall be entitled only to receive said moneys from said bank or trust company without interest. The Corporation shall be entitled to receive from any such bank or trust company the interest, if any, allowed by such bank or trust company on any moneys deposited as in this paragraph provided, and the holders of any shares so redeemed shall have no claim to any such interest. Any money so deposited and remaining unclaimed at the end of six (6) years from the date fixed for redemption shall, if thereafter requested by resolution of the Board of Trustees, be repaid to the Corporation, and in the event of such repayment to the Corporation such holders of record of the shares so redeemed, as shall not have made claim against such moneys prior to such repayment to the Corporation, shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as above stated for the redemption of such shares and so repaid to the Corporation but shall in no event

be entitled to any interest.

The Board of Trustees of the Corporation may at any time authorize the conversion of any of the shares of the then outstanding \$6.50 Preferred Stock with the consent of the holder thereof into \$6 Preferred Stock then authorized but unissued upon the basis of one share of \$6 Preferred Stock (plus such additional consideration, if any, in \$6 Preferred Stock and/or in preferred stock of any other class or classes and/or in cash and upon such other terms and conditions as may be determined by the Board of Trustees) for each share of \$6.50 Preferred Stock so converted, and when and if any shares of the \$6.50 Preferred Stock shall be received by the Corporation on any such conversion the same shall be canceled and shall not be issued or reissued thereafter.

Upon the written consent, or upon the affirmative vote given at a meeting of the holders of the Common Stock called and held as provided by the By-Laws, of the holders of record of a majority of the shares of the Common Stock outstanding, the Board of Trustees of the Corporation, in addition to the power conferred by the preceding paragraph hereof, may at any time authorize the conversion of any of the outstanding preferred stock of any class with the consent of the holder thereof into any other class of preferred stock then authorized but unissued, and may fix the terms and conditions upon which such conversion shall be made, all upon compliance with any statute which may govern such conversion.

A consolidation, merger or amalgamation of the Corporation with or into any other corporation or corporations shall not be deemed a distribution of assets of the Corporation within the meaning of any provisions of these Articles of Incorporation.

Upon the vote of a majority of all of the trustees of the Corporation and of the holders of record of two-thirds of the total number of shares of the Corporation then issued and outstanding and entitled to vote (or, if the vote of a larger number or different proportion of shares is required by the laws of the State of Washington, notwithstanding the above agreement of the stockholders of the Corporation to the contrary, then upon the vote of the holders of record of the larger number or different proportion of shares so required) the Corporation may from time to time create or authorize one or more other classes of stock with such preferences, designations, rights, privileges, powers, restrictions, limitations and qualifications as may be determined by said vote, which may be the same or different from the preferences, designations, rights, privileges, powers, restrictions, limitations and qualifications of the classes of stock of the Corporation then authorized and/or the Corporation may increase or decrease the number of shares of one or more of the classes of stock then authorized, provided, however, that no new class of stock shall hereafter be created which is entitled to dividends or shares in distribution of assets in priority to the \$6.50 Preferred Stock unless the stockholders voting for the creation of such new class of stock shall include the holders of record of all of the shares of the \$6.50 Preferred Stock then outstanding, or unless the holders of record of all of the \$6.50 Preferred Stock then outstanding shall consent thereto in writing; and provided, further, that no new class of stock shall hereafter be created which is entitled to dividends or shares in distribution of assets in priority to the \$6 Preferred Stock unless the stockholders voting for the creation of such new class of stock shall include the holders of record of not less than two-thirds of the number of shares of the \$6 Preferred Stock then outstanding, or unless the holders of record of not less than two-thirds of the number of shares of the \$6 Preferred Stock then outstanding shall consent thereto in writing. Any such vote authorizing the creation of a new class of stock may provide that all moneys payable by the Corporation with respect to any class of stock thereby authorized shall or may be paid in the money of any foreign country named therein or designated by the Board of Trustees pursuant to authority therein granted at a fixed rate of exchange with the money of the United States of America therein stated or provided for, and all such payments shall be made accordingly. Any such vote may authorize any shares of any class then

authorized but unissued to be issued as shares of such new class or classes.

All stock of the Corporation without nominal or par value whether authorized herein or upon subsequent increases of capital stock or pursuant to any amendment hereof may be issued, sold and disposed of by the Corporation from time to time for such consideration in labor, services, money or property as may be fixed from time to time by the Board of Trustees and authority to the Board of Trustees so to fix such consideration is hereby granted by the stockholders.

No holder of any stock of the Corporation shall be entitled as of right to purchase or subscribe for any part of any stock of the Corporation authorized herein or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation or of any bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation but any stock authorized herein or any such additional authorized issue of any stock or of securities convertible into stock may be issued and disposed of by the Board of Trustees to such persons, firms, corporations or associations upon such terms and conditions as the Board of Trustees in their discretion may determine without offering any thereof on the same terms or any terms to the stockholders then of record or to any class of stockholders.

The shares with par value of the Common Stock of the Corporation issued and outstanding when the Articles of Incorporation of the Corporation are amended to provide for shares of Common Stock without nominal or par value shall be converted into and exchanged for shares of Common Stock without nominal or par value of the Corporation on the basis of ten shares without nominal or par value of Common Stock of the Corporation for each share of the par value of \$100 each of Common Stock of the Corporation then issued and outstanding.

SEVENTH: For the management of the property and the regulation of the affairs of the Corporation provision is made as follows:

All corporate powers shall be exercised by the Board of Trustees, except as otherwise provided by statute or by these Articles of Incorporation. By-laws may be made by the Board of Trustees except as otherwise provided by law, and may be altered in such manner as may be therein provided. The Board of Trustees shall have power to authorize the payment of compensation to the trustees for services to the Corporation, including fees for attendance at meetings of the Board of Trustees and other meetings, and to determine the amounts of such compensation or fees.

An executive committee may be appointed by and from the Board of Trustees in such manner and subject to such regulations as may be provided in the By-laws, which committee shall have and may exercise, when the board is not in session, all the powers of said Board which may be lawfully delegated subject to such limitations as may be provided in the By-laws or by resolutions of the Board. The fact that the executive committee has acted shall be conclusive evidence that the Board was not in session at the time of such action.

A trustee of the Corporation shall not be disqualified by his office from dealing or contracting with this Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any trustee or any firm of which any trustee is a member or any corporation of which any trustee is a shareholder or trustee, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved either (1) by a vote of a majority of a quorum of the Board of Trustees or of the Executive Committee without counting in such majority or quorum any trustee so interested or member of a firm so interested or a shareholder or trustee of a corporation so interested, or (2) by the written consent or by vote at a stockholders' meeting of the holders of record of a majority in number of all the outstanding shares of capital stock of the Corporation entitled to vote; nor shall any trustee be liable to account to the

Corporation for any profits realized by and from or through any such transaction or contract of the Corporation authorized, ratified or approved as aforesaid by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder or trustee, was interested in such transaction or contract. Nothing herein contained shall create any liability in the events above described or prevent the authorization, ratification or approval of such transaction or contract in any other manner provided by law.

Stockholders shall have no rights, except as conferred by statute or by the By-laws, to inspect any book, paper or account of the Corporation.

Any property of the Corporation not essential to the conduct of its corporate business may be sold, leased, exchanged, or otherwise disposed of, by authority of its Board of Trustees and the Corporation may sell, lease, exchange or otherwise dispose of, all of its property and franchises, or any of its property, franchises, corporate rights, or privileges, essential to the conduct of its corporate business and purposes upon the consent of and for such consideration and upon such terms as may be authorized by a majority of all of the trustees and the holders of two-thirds of the issued and outstanding shares of the Corporation having voting power (or, if the consent or vote of a larger number or different proportion of the trustees and/or shares is required by the laws of the State of Washington, notwithstanding the above agreement of the stockholders of the Corporation to the contrary, then upon the consent or vote of the larger number or different proportion of the trustees and/or shares so required) expressed in writing, or by vote at a meeting of holders of the shares of the Corporation having voting power duly held as provided by law, or in the manner provided by the By-laws of the Corporation, if not inconsistent therewith.

Upon the affirmative vote of the holders of two-thirds of the issued and outstanding shares of the Corporation having voting power given at a meeting of the holders of the shares of the Corporation having voting power duly called for that purpose or when authorized by the written consent of the holders of two-thirds of the issued and outstanding shares of the Corporation having voting power and upon the vote of a majority of the Board of Trustees, all of the property, franchises, rights and assets of the Corporation may be sold, conveyed, assigned and transferred as an entirety to a new company to be organized under the laws of the United States, the State of Washington or any other state of the United States, for the purpose of so taking over all the property, franchises, rights and assets of the Corporation, with the same or a different authorized number of shares of stock and with the same preferences, voting powers, restrictions and qualifications thereof as may then attach to the classes of stock of the Corporation then outstanding so far as the same shall be consistent with such laws of the United States or of Washington or of such other state (provided that the whole or any part of such stock or of any class thereof may be stock with or without a nominal or par value), the consideration for such sale and conveyance to be the assumption by such new company of all of the then outstanding liabilities of the Corporation and the issuance and delivery by the new company of shares of stock (any or all thereof either with or without nominal or par value) of such new company of the several classes into which the stock of the Corporation is then divided equal in number to the number of shares of stock of the Corporation of said several classes then outstanding. In the event of such sale, each holder of stock of the Corporation agrees so far as he may be permitted by the laws of Washington forthwith to surrender for cancellation his certificate or certificates for stock of the Corporation and to receive and accept in exchange therefor, as his full and final distributive share of the proceeds of such sale and conveyance and of the assets of the Corporation, a number of shares of the stock of the new company of the class corresponding to the class of the shares surrendered equal in number to the shares of stock of the Corporation so surrendered, and in such event no holder of any of the stock of the Corporation shall have any rights or interests in or against the Corporation, except the right upon surrender of his certificate as

aforesaid properly endorsed, to receive from the Corporation certificates for such shares of said new company as herein provided. Such new company may have all or any of the powers of the Corporation and the certificate of incorporation and by-laws of such new company may contain all or any of the provisions contained in the Articles of Incorporation and By-laws of the Corporation.

Upon the written assent, in person or by proxy, or pursuant to the affirmative vote, in person or by proxy, of the holders of a majority in number of the shares then outstanding and entitled to vote (or, if the assent or vote of a larger number or different proportion of shares is required by the laws of the State of Washington notwithstanding the above agreement of the stockholders of the Corporation to the contrary, then upon the assent or vote of the larger number or different proportion of the shares so required) (1) any or every statute of the State of Washington hereafter enacted, whereby the rights, powers or privileges of the Corporation are or may be increased, diminished, or in any way affected, or whereby the rights, powers or privileges of the stockholders of corporations organized under the law under which the Corporation is organized are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part less than all of the stockholders of any such corporation shall, notwithstanding any provision which may at the time be contained in these Articles of Incorporation or any law, apply to the Corporation, and shall be binding not only upon the Corporation but upon every stockholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation and/or (2) amendments to said Articles authorized at the time of the making of such amendments by the laws of the State of Washington may be made. No such written consent or vote (a) shall decrease the amounts which the holders of outstanding \$6.50 Preferred Stock are entitled to receive as dividends or in distribution of assets in preference to the holders of the Common Stock and *pari passu* with the \$6 Preferred Stock, all as set forth in Article THIRD hereof, unless the holders of all of the then outstanding \$6.50 Preferred Stock consent in writing to or vote for such decrease; (b) shall decrease the amounts which the holders of outstanding \$6 Preferred Stock are entitled to receive as dividends or in distribution of assets in preference to the holders of the Common Stock and *pari passu* with the \$6.50 Preferred Stock, all as set forth in Article THIRD hereof, unless the holders of at least 90% of the then outstanding \$6 Preferred Stock consent in writing to or vote for such decrease; (c) shall reduce the percentage of the shares of outstanding \$6.50 Preferred Stock required in Article THIRD hereof, to consent to the creation of any new class of stock entitled to dividends or shares in distribution of assets in priority to the \$6.50 Preferred Stock unless the stockholders consenting in writing to, or voting for, such reduction, shall include the holders of all of the shares of the then outstanding \$6.50 Preferred Stock; or (d) shall reduce the percentage of the shares of outstanding \$6 Preferred Stock required in Article THIRD hereof to consent to the creation of any new class of stock entitled to dividends or shares in distribution of assets in priority to the \$6 Preferred Stock, unless the stockholders consenting in writing to, or voting for, said reduction, shall include, in the case of a written consent, the holders of at least two-thirds of all the shares of the then outstanding \$6 Preferred Stock, or in the case of a vote, the holders of not less than two-thirds of the number of shares of the \$6 Preferred Stock voted at the meeting at which said vote is cast."

and further

RESOLVED that the authorized capital stock of the Corporation be and the same hereby is increased from 400,000 shares of the par value of \$100 each, divided into 50,000 shares of Preferred Stock and 350,000 shares of Common Stock, to 50,000 shares of the par value of \$100 each of \$6.50 Preferred Stock and 5,200,000 shares without nominal or par value, divided into 200,000 shares of \$6 Preferred Stock and 5,000,000 shares of Common Stock; and further

RESOLVED that the \$6.50 Preferred Stock and \$6 Preferred Stock, as set out in the amendments of the Articles of Incorporation of the Corporation, hereinbefore mentioned, be and the same hereby are authorized and created; and further

RESOLVED that the shares with par value of the Common Stock of the Corporation issued and outstanding, when the amendments of the Articles of Incorporation of the Corporation hereinbefore mentioned become effective, be and the same hereby are converted into and exchanged for shares without nominal or par value of the Common Stock of the Corporation on the basis of 10 shares without nominal or par value of Common Stock of the Corporation for each share of the par value of \$100 each of the Common Stock of the Corporation then issued and outstanding, and the exchange of the certificates for shares with par value of Common Stock of the Corporation upon the surrender thereof to the Corporation for cancellation for certificates for shares without nominal or par value of the Common Stock of the Corporation on the basis aforesaid, be and the same hereby is authorized and directed; and further

RESOLVED that the execution and filing of such certificate or certificates and the doing of such acts or things as may be necessary or desirable to make effective the action taken at this meeting be and the same hereby are authorized and directed.

7. That the amount of capital of said Corporation actually paid in is \$30,352,400.

8. The amount to which the capital stock of said Corporation is to be increased is 50,000 shares of the par value of \$100 each of \$6.50 Preferred Stock and 5,200,000 shares without nominal or par value, divided into 200,000 shares of \$6 Preferred Stock and 5,000,000 shares of Common Stock.

9. That M. W. Birkett was Chairman and L. E. Morse was Secretary of said meeting.

IN WITNESS WHEREOF we have executed this certificate in triplicate under the corporate seal of The Washington Water Power Company this 26th day of April, 1929.

D L Huntington
President.

L. E. Morse
Secretary.

M W Birkett
Chairman of meeting of stockholders of The
Washington Water Power Company held
April 25, 1929.

L. E. Morse
Secretary of meeting of Stockholders of The
Washington Water Power Company held
April 25, 1929.

[The Washington Water Power Company. Corporate Seal.]

S. Z. Mitchell
Frank Silliman Jr
Harold T. White
E F Grant Taff
William I. Frothingham
John W. Frost
E B Tracy
Geo N Tidd
D L Huntington
F. T. Post
M. W. Birkett

A Majority of the Trustees of The Washington Water Power Company.

STATE OF WASHINGTON
COUNTY OF SPOKANE

} SS:

I, GRANT D. GODFREY, a notary public in and for the state and county aforesaid, duly commissioned, sworn and qualified, do hereby certify that on this 26th day of April, 1929, before me personally appeared D. L. HUNTINGTON 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.

Grant D Godfrey
Notary Public in and for the State of Washington,
Residing at Spokane, Wash.

[Grant D. Godfrey,
Notary Public, State of Washington.
Commission Expires Mar. 24, 1932.]

STATE OF WASHINGTON
COUNTY OF SPOKANE

} SS:

D. L. HUNTINGTON and L. E. MORSE, being first duly sworn, each upon oath, says: That he has read the foregoing certificate; that the undersigned, D. L. Huntington, is President of THE WASHINGTON WATER POWER COMPANY; that the undersigned, L. E. Morse, is Secretary of said Corporation; that the individuals who executed said certificate as Trustees of said Corporation are Trustees of said Corporation and constitute a majority of the Trustees of said Corporation; that each and every statement of fact contained in said certificate and all of the same are true and correct.

D L Huntington
L. E. Morse

GIVEN under my hand and official seal this 26th day of April, 1929.

Grant D Godfrey
Notary Public in and for the State of Washington,
Residing at Spokane, Wash.

[Grant D. Godfrey,
Notary Public, State of Washington.
Commission Expires Mar. 24, 1932.]

STATE OF WASHINGTON
COUNTY OF SPOKANE

} SS:

M. W. BIRKETT and L. E. MORSE, being first duly sworn, each upon oath says: That he has read the foregoing certificate; that the undersigned M. W. Birkett was Chairman of the stockholders' meeting referred to in said certificate, and the undersigned L. E. Morse was Secretary of said stockholders' meeting; that each and every statement of fact contained in said certificate and all of the same are true and correct; and that he has been authorized and directed to make and verify the foregoing certificate by the vote of holders of at least two-thirds of the issued and outstanding capital stock of The Washington Water Power Company at the said stockholders' meeting.

M. W. Birkett
L. E. Morse

GIVEN under my hand and official seal this 26th day of April, 1929.

Grant D Godfrey
Notary Public in and for the State of Washington,
Residing at Spokane, Wash.

[Grant D. Godfrey,
Notary Public, State of Washington.
Commission Expires Mar. 24, 1932.]

STATE OF WASHINGTON
COUNTY OF SPOKANE

} ss.

M. W. BIRKETT, being first duly sworn, on oath deposes and says:

I am Vice President of THE WASHINGTON WATER POWER COMPANY, a corporation of the State of Washington. The total authorized capital stock of said Corporation is 50,000 shares of the par value of \$100 each of \$6.50 Preferred Stock and 5,200,000 shares without nominal or par value divided into 200,000 shares of \$6 Preferred Stock and 5,000,000 shares of Common Stock. To the best of my knowledge and belief the value of the assets received and to be received by such Corporation in return for the issuance of its non-par-value stock does not exceed \$100,000,000.

The sum of not exceeding \$100,000,000 so named in this affidavit shall be assumed prima facie as the amount of capitalization represented by such non-par-value stock for the purpose of fixing the filing fees and annual license fees to be paid by such Corporation under the laws of the State of Washington.

M. W. Birkett

Subscribed and sworn to before me this 26th day of April, A. D. 1929.

Grant D Godfrey
Notary Public for the State of Washington,
Residing at Spokane.

[Grant D. Godfrey,
Notary Public, State of Washington.
Commission Expires Mar. 24, 1932.]