

State of Idaho

Department of State

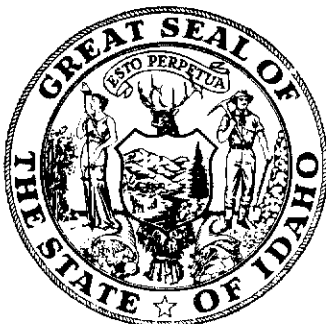
CERTIFICATE OF INCORPORATION OF

IDAHO CONSUMER-OWNED UTILITIES ASSOCIATION, INC.
File number C 118764

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of IDAHO CONSUMER-OWNED UTILITIES ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 20, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

ARTICLES OF INCORPORATION

OF

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IDAHO CONSUMER-OWNED UTILITIES ASSOCIATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is Idaho Consumer-Owned Utilities Association., INC.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is c/o Givens Pursley & Huntley, LLP, City of Boise, County of Ada, State of Idaho. The address of the initial registered office is Givens Pursley & Huntley, LLP, 277 North 6th Street, Suite 200, Boise, Idaho 83701-2720, and the name of the initial registered agent at this address is Roy L. Eiguren.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. The Corporation is organized to enhance the capability of consumer-owned cooperative and municipal electrical utilities serving the State of Idaho to provide the highest levels of reliable, cost-effective service to their consumer members

1. By representing the members of the Corporation before federal and state agencies, the Congress, the Idaho Legislature, and any other public or private entities to advocate legislation and policies which are beneficial to the members of the Corporation.

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2. For the purpose of improving business conditions in the common interest of members.
3. By encouraging, fostering, aiding and conducting investigations and disseminating the result of such investigations to the members of the Corporation.
4. For the purpose of protecting and promoting the collective interests of the Corporation's members by commencing legal action, in the name of the Corporation on behalf of its members, in all federal and state courts and regulatory agencies.
5. To advance the purpose of the Corporation by taking any other actions allowed by law.

B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI hereof. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Membership in the Corporation is limited to cooperative corporations and municipalities who provide electrical service within the state of Idaho.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of one representative from each cooperative and municipality that are members of the Corporation. The Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Bud Tracy	P.O. Box 617 Malta, Idaho 83342
John Solberg	HCR 11, Box 84A Kamiah, Idaho 83536
Dile Monson	P. O. Box 1090 Burley, Idaho 83318

ARTICLE IX. MEMBERSHIP DUES AND ASSESSMENTS.

Membership dues may be charged to all members or classes of membership in equal amounts. The Board of Directors is authorized to fix the amount of the annual operating assessment for the Corporation, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

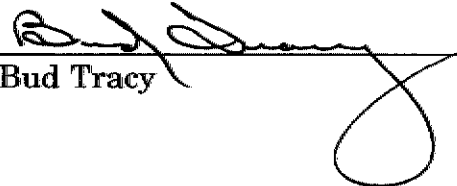
ARTICLE XI. INCORPORATOR.

The name and street address of the incorporator is Bud Tracy, 250 North Main Street, Malta, Idaho 83342

ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 14 day of March, 1997.


Bud Tracy