

CERTIFICATE OF AMENDMENT  
OF

      **Snake River Power Association, Inc.**      

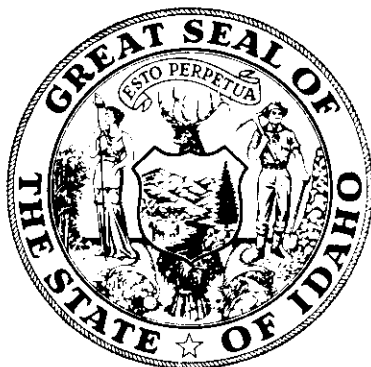
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

      **Snake River Power Association, Inc.**      

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

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

Dated January 12, 19 87.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
\_\_\_\_\_  
Corporation Clerk

ARTICLES OF AMENDMENT  
OF  
RESTATED ARTICLES OF INCORPORATION  
OF  
SNAKE RIVER POWER ASSOCIATION, INC.

'87 JAN 12 PM 4 30

SECRETARY OF  
STATE

We, the undersigned, Larry C. Burbank and Lew R. Greene, respectively President and Secretary-Treasurer of the Snake River Power Association, Inc., a non-profit corporation existing under and pursuant to the provisions and laws of the State of Idaho, do hereby certify that at a meeting of the members of said corporation held at Boise, Idaho on December 18, 1986, pursuant to waiver of notice of all of the members of the time, place and specific purpose thereof, at which meeting a majority of the total number of members was present, the following resolution was unanimously adopted:

RESOLVED, That Article XI be added to the Articles of Incorporation be and the same hereby are amended to read as follows:

ARTICLE XI

Any director, officer, or employee of the Corporation shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by him in connection with any action, suit or proceeding, whether civil, criminal,

administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer or employee of the Corporation, provided tht the director, officer or employee:

- (1) Did not breach a duty of loyalty to the Corpora-  
tion;
- (2) Acted in good faith and in a manner he reasonably  
believed to be in or not opposed to the best interests  
of the Corporation;
- (3) Did not engage in intentional misconduct;
- (4) Did not knowingly violate a law;
- (5) Did not obtain an improper personal benefit;
- (6) With respect to any criminal proceeding, had no  
reasonable cause to believe his conduct was unlawful.

IN WITNESS WHEREOF, we have hereunto set our hands and seal  
this 18<sup>th</sup> day of December, 1986.

  
Larry C. Burbank, President

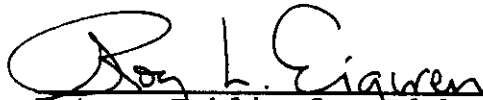
  
Lew R. Greene, Secretary-Treasurer

STATE OF IDAHO                    )  
  )ss.  
County of                            )

Before me, a notary public, do hereby certify that on  
this 18th day of December, 1986, personally appeared Larry Burbank  
and Lew R. Greene, known to me to be the President and Secretary-

Treasurer respectively of the Snake River Power Association, Inc., who, being by me first duly sworn, declared that they executed the foregoing Amendment in their official capacities as officers of the corporation, and that the statements therein contained are true.

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

  
Notary Public for Idaho  
Residing at: Boise