



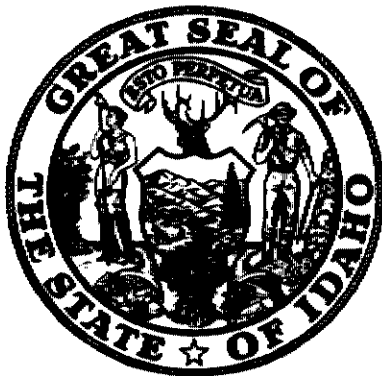
**CERTIFICATE OF INCORPORATION
OF**

INTERWEST FINANCIAL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

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

Dated: **January 27, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Anthony*

ARTICLES OF INCORPORATION

OF

INTERWEST FINANCIAL, INC.

JAN 27 3 07 PM '80
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

NAME

The name of said corporation shall be Interwest Financial, Inc.

ARTICLE II

PURPOSES AND POWERS

The purpose for which this corporation is formed is: To develop, finance, joint venture, operate, market, transport, or carry on any related enterprise, business, or transaction for the generation of electricity, thermal energy and/or natural resources.

ARTICLE III

DURATION

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be located in the County of Ada, the post office address of which shall be located in the State of Idaho, County of Ada, 3350 Americana Terrace, Suite 300, Boise, Idaho 83706. A. Leon Blaser shall be the registered agent at the address set forth above.

ARTICLE V

CORPORATE STOCK

The founding capital stock of this corporation shall be in the amount of \$100,000 divided into 100,000 shares of non-assessable common stock of the par value of \$1.00 per share.

ARTICLE VI

INCORPORATORS & BOARD OF DIRECTORS

Following are the names and post office addresses of each of the Incorporators and the entire Board of Directors:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Richard K. Barrell	5845 Plantation Dr. Boise, Idaho 83703
A. Leon Blaser	3785 Twilite Drive Boise, Idaho 83703
Bruce W. Blaser	4378 Kitsap Drive Boise, Idaho 83703
James E. Goldmann	3190 Holl Dr. Eagle, Idaho 83616

ARTICLE VII

MANAGEMENT

The management of this corporation shall be vested in a board of directors of not less than four (4) directors and a maximum number as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the stockholders, to be held at the time and place designated by the By-Laws.

ARTICLE VIII

BY-LAWS

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the shareholders and the By-Laws may be amended, adopted or repealed by a three-quarters vote of the stock issued and entitled to vote.

IN WITNESS THEREOF, I have hereunto set my hand this 15th day of January, 1988.


A. Leon Blaser


Bruce W. Blaser


James E. Goldmann


Richard K. Barrell