



TO ALL TO WHOM THESE PRESENTS SHALL COME

I, Victor A. Meyers, Secretary of State of the State of Washington and custodian of the Seal of said State, do hereby certify that the annexed is a true and correct copy of the Amended Articles of Incorporation of THE WASHINGTON WATER POWER CO., as received and filed in this office on June 19, 1962; and I further certify that THE WASHINGTON WATER POWER CO. is in good standing with all annual license fees paid to July 1, 1963.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Washington. Done at the Capitol, at Olympia, this 19th day of June A.D. 1962

Victor A. Meyers
Secretary of State

APPROVED
AS TO FORM AND FEE

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF THE WASHINGTON WATER POWER COMPANY

JUN 19 1962

VICTOR A. MEYERS
SECRETARY OF STATE
BY *Jan [Signature]*
ASSISTANT SECRETARY OF STATE

G. M. BRUNZELL and R. D. YEOMANS hereby certify:

1. That they are respectively President and Secretary of The Washington Water Power Company (the "Company"), a corporation organized and existing under the laws of the State of Washington;

2. That the regular annual meeting of stockholders of the Company was duly held in accordance with the requirements of law and the By-Laws of the Company on May 11, 1962, at the office of the Company, East 1411 Mission Avenue, Spokane, Washington;

3. That at said meeting the adoption of the following resolutions was duly moved and seconded:

"RESOLVED that the first sentence of Article FIFTH of the Articles of Incorporation of the Company which reads as follows:

'The number of directors of the Corporation shall be nine.' shall be and hereby is amended to read as follows:

'The number of directors of the Corporation shall be such number as is specified from time to time in the By-Laws.'

"RESOLVED that Article FIFTH of the Articles of Incorporation of the Company be and hereby is amended by deleting the following from such Article FIFTH:

'; provided, however, that not more than two of such nine directors shall at any time be persons who are then, or who have formerly been, officers or employees of or counsel for the Corporation'

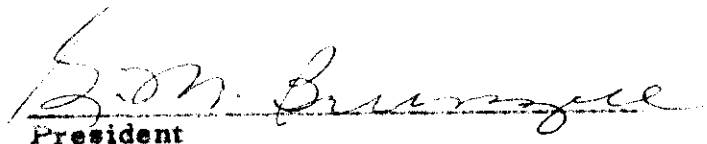
and that Article SEVENTH of the Articles of Incorporation of the Company be and hereby is amended so as to delete the following from such Article SEVENTH:

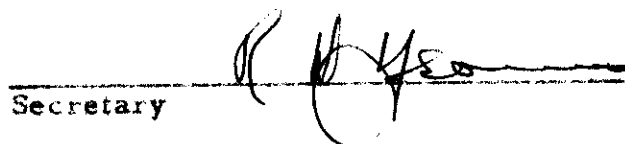
1, except that, from and after October 1, 1953, the written consent or affirmative vote of the holders of a majority of the outstanding shares entitled to vote shall be sufficient to change the proviso of Article FIFTH which limits to two the number of directors who at any one time may be then or former officers or employees of or counsel for the Corporation'

4. That the notice of the meeting included notice that one of the specific purposes of the meeting would be to consider and act upon a proposal to amend the Articles of Incorporation of the Company in the manner set forth in the said resolutions;

5. That at said meeting, said resolutions were duly adopted by the vote of the holders of at least two-thirds of the voting power of all shareholders of the Company.

Dated: June 11, 1962.


President

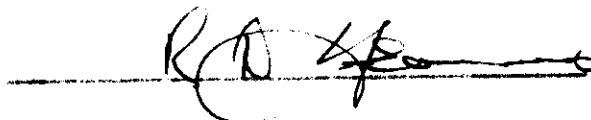
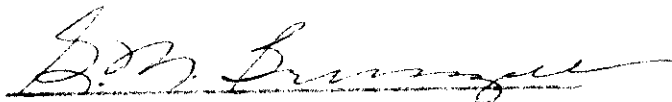

Secretary

STATE OF WASHINGTON)


: ss

County of Spokane)

G. M. BRUNZELL and R. D. YEOMANS, each being duly sworn, depose and say: that they are and were at all times in the above articles mentioned, President and Secretary, respectively, of THE WASHINGTON WATER POWER COMPANY, the above named corporation; that the above and foregoing resolutions were adopted by the vote of the shareholders of at least two-thirds of the voting power of all shareholders of the company at a meeting duly and regularly held, as above stated, and that the facts stated in the above certificate are true.



Subscribed and sworn to before me this 11th day of June, 1962.


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