



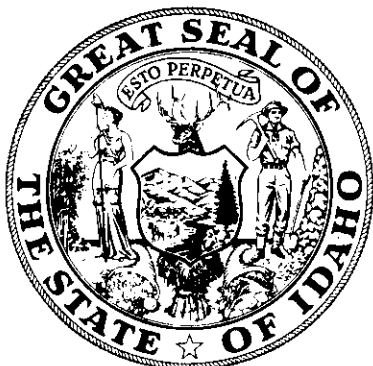
CERTIFICATE OF AUTHORITY  
OF

*NORTHWEST RESOURCES GENERATING COMPANY*

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of *NORTHWEST RESOURCES GENERATING COMPANY* for a Certificate of Authority to transact business in this State, 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 Authority to *NORTHWEST RESOURCES GENERATING COMPANY* to transact business in this State under the name *NORTHWEST RESOURCES GENERATING COMPANY* and attach hereto a duplicate original of the Application for such Certificate.

Dated *August 25*, 19 *82*.



*Pete T. Cenarrusa*

SECRETARY OF STATE

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is NORTHWEST RESOURCES GENERATING COMPANY
2. \*The name which it shall use in Idaho is SAME
3. It is incorporated under the laws of WASHINGTON
4. The date of its incorporation is APRIL 13, 1983 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is BLDG. 33A, East "B" Circle, Pasco, Washington 99301
6. The street address of its proposed registered office in Idaho is P.O. Box 385 Hagerman, Idaho 83332, and the name of its proposed registered agent in Idaho at that address is Jerrey W. Boyd
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
	SEE ATTACHED	

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
50,000	common	\$1.00 per share

(continued on reverse)



DIRECTORS AND OFFICERS

NAME                      OFFICE                      ADDRESS

Harry J. Kane                      Chairman                      900 S. W. 5th Avenue  
Portland, Oregon 97204

Jerry A. Cornwell                      President                      Bldg. 33A, East B Circle  
Pasco, Washington 99301

Lex F. Page                      Secretary                      1007 Orbanco Building  
1001 S. W. 5th Avenue  
Portland, Oregon 97204

James L. Boyd                      Treasurer                      Bldg. 33A, East B Circle  
Pasco, Washington 99301

James C. Holmes                      Suite 1200, Wilson Building  
Corpus Christi, Texas 78401

George R. Greer                      Bldg. 33A, East B Circle  
Pasco, Washington 99301

Ralph C. Elle                      1900 Lawnfield  
Clackamas, Oregon 97015

Dean Minor                      711 Grand  
Everett, Washington 98201

Jim O'Connor                      712 N. 4th Street  
Pasco, Washington 99302

Thomas O. Sellsted                      1101 Second Avenue  
Seattle, Washington 98101

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RECEIVED  
SECRETARY OF STATE



# STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

## ARTICLES OF INCORPORATION

of NORTHWEST RESOURCES GENERATING CO.  
a domestic corporation of Pasco, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of \_\_\_\_\_  
— Lex F. Page —  
— Wolf, Griffith, Bittner, et al —  
— 800 Benj. Franklin Plaza —  
— One Southwest Columbia —  
— Portland, OR — 97258 —

Filing and recording fee \$ \_\_\_\_\_  
License to June 30, 19 \_\_\_\_\_ \$ \_\_\_\_\_  
Excess pages @ 25c \$ \_\_\_\_\_

In witness whereof I have signed and have af-  
fixed the seal of the State of Washington to  
this certificate at Olympia, the State Capitol,

April 13, 1982

Microfilmed, Roll No. 1624

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APR 13 1982

SECRETARY OF STATE  
STATE OF WASHINGTON

ARTICLES OF INCORPORATION  
of  
NORTHWEST RESOURCES GENERATING CO.

The undersigned, being a natural person over the age of twenty-one (21) years, and acting as incorporator under the Washington Business Corporation Act, does hereby make and subscribe the following Articles of Incorporation in duplicate:

ARTICLE I

The name of this corporation is Northwest Resources Generating Co., and its duration shall be perpetual.

ARTICLE II

The address of the initial registered office of this corporation is Building 33A, East "B" Circle, Pasco, Washington 99301, and the name of its initial Registered Agent at such address is Lex F. Page.

ARTICLE III

The purpose for which this corporation is organized is to engage in any lawful activities for which corporations may be constituted; and this corporation shall have those powers which are given to corporations under Chapter 23A, Revised Code of Washington, as presently constituted, including, but not limited to, the specific purpose of organizing and developing hydroelectric projects in the Pacific Northwest.

ARTICLE IV

The total number of shares of stock which this corporation is authorized to issue is 50,000 shares, such shares to have a par value of \$1.00 for each of such shares.

#### ARTICLE V

The number of directors constituting the Board of Directors of this corporation is two. The names and addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are:

J.A. Cornwell  
Building 33A, East "B" Circle  
Pasco, Washington 99301

Harry J. Kane  
900 S.W. 5th  
Portland, Oregon 97204

#### ARTICLE VI

Each share of all classes of stock of this corporation, after the amount of the subscription price therefor has been fully paid in, shall be nonassessable and shall not be subject to assessments to pay the debts of the corporation.

#### ARTICLE VII

The name and address of the incorporator is:

Lex F. Page  
One S.W. Columbia, Suite 800  
Portland, Oregon 97258

#### ARTICLE VIII

Any directorship to be filled by reason of an increase in the authorized number of directors of this corporation may be filled by the affirmative vote of a majority of the directors at the time in office.

#### ARTICLE IX

Each director or officer, or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, shall be indemnified by the corporation against all liability, costs and expenses reasonably imposed upon or incurred by him in

connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, such expenses to include the cost of reasonable settlement (other than amounts paid to the corporation itself) made with a view to curtailment of costs of litigation; provided that any such director or officer or person shall not be entitled to such indemnification in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled as a matter of law.

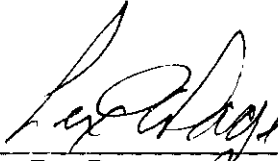
#### ARTICLE X

No holder of any class or series of stock of this corporation shall have any pre-emptive or other rights to subscribe to or purchase any shares of any class or series of stock, whether now or hereafter authorized, or to any treasury stock of any class or series offered for sale by this corporation, or to any obligations convertible into any class or series of stock of this corporation.

#### ARTICLE XI

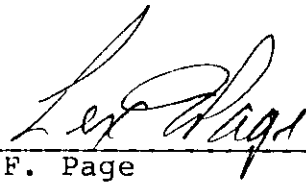
No holder of any class or series of stock of this corporation shall have the right to cast his votes cumulatively at any election for Directors.

DATED this 12th day of April, 1982.

  
\_\_\_\_\_  
Lex F. Page

V E R I F I C A T I O N

I, Lex F. Page, declare under penalty of perjury, that I am the person executing the foregoing Articles of Incorporation as the incorporator, and that I have examined the same, and that to the best of my knowledge and belief the information contained therein is true, correct and complete.

  
\_\_\_\_\_  
Lex F. Page