

# State of Idaho

## Department of State

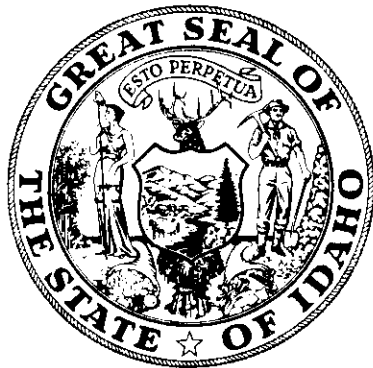
### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of INTERWEST HYDRO, INC., an Idaho corporation,

into BONNEVILLE PACIFIC CORPORATION, A Delaware corporation, 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated January 13, 19 89.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

**ARTICLES OF MERGER  
OF  
INTERWEST HYDRO, INC.  
INTO  
BONNEVILLE PACIFIC CORPORATION**

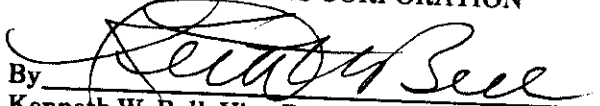
JAN 13 9 05 AM '89  
SECRETARY OF STATE


Pursuant to the provisions of section 30-1-75 of the Idaho General Business Corporations Act, as amended, Bonneville Pacific Corporation, a Delaware corporation (hereinafter referred to as "Bonneville" or the "Surviving Corporation"), and owning 100% of the shares of Interwest Hydro, Inc., an Idaho corporation (hereinafter referred to as "Interwest" or the "Subsidiary Corporation"), hereby executes the following Articles of Merger:

1. Pursuant to these Articles of Merger, it is intended and agreed that Interwest will be merged into Bonneville, and Bonneville shall be the Surviving Corporation. The name of the Surviving Corporation shall be "Bonneville Pacific Corporation." The terms, conditions, and understandings of the merger are set forth in the Plan of Merger between Bonneville and Interwest dated as of January 12, 1989, a copy of which is attached hereto as exhibit A and incorporated herein by this reference.
2. The number of outstanding shares of Interwest consist of 6,000 shares of common stock, par value \$1.00, all of which are owned by Bonneville.
3. The sole shareholder of the Subsidiary Corporation hereby waives the requirement that a copy of the Plan of Merger be provided to such shareholder.
4. The laws of the state under which such foreign corporation is organized permit such merger.
5. The Surviving Corporation is to be governed by the laws of the state of Delaware and such Surviving Corporation hereby agrees that:
  - (a) The Surviving Corporation may be served with process in the state of Idaho in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the state of Idaho which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the state of Idaho against the Surviving Corporation;
  - (b) The secretary of state of the state of Idaho shall be and hereby is irrevocably appointed as the agent of such Surviving Corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is Bonneville Pacific Corporation, 257 East 200 South, Suite 800, Salt Lake City, Utah 84111; and
  - (c) Such Surviving Corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the state of Idaho which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Idaho General Business Corporations Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Merger to be executed in its name by its president and secretary, this 12th day of January, 1989.

BONNEVILLE PACIFIC CORPORATION

By   
Kenneth W. Bell, Vice-President

By   
David P. Hirschi, Secretary

STATE OF UTAH                    )  
  :ss  
COUNTY OF SALT LAKE        )

On this 12th day of January, 1989, personally appeared before me, the undersigned, a notary public, Kenneth W. Bell and David P. Hirschi who being by me first duly sworn, declared that they are the vice-president and secretary, respectively, of the Bonneville Pacific Corporation, that they signed the foregoing Articles of Merger, and that the statements contained therein are true.

WITNESS MY HAND AND OFFICIAL SEAL.

  
Notary Public  
Residing in Salt Lake County

My commission expires: 1/15/91

## PLAN OF MERGER

JAN 13 9 05 AM '89

THIS PLAN OF MERGER, dated as of January 12, 1989 (the "Plan"), is made and entered into by and between INTERWEST HYDRO, INC., an Idaho corporation ("Interwest") and a subsidiary of Bonneville Pacific Corporation, and BONNEVILLE PACIFIC CORPORATION, a Delaware corporation ("Bonneville"). Bonneville is sometimes hereinafter referred to as the "Surviving Corporation" and Interwest is sometimes hereinafter referred to as the "Subsidiary." Bonneville and Interwest are sometimes hereinafter collectively referred to as the "Constituent Corporations."

IN CONSIDERATION OF the mutual covenants and agreements herein contained and for the purpose of setting forth the terms and conditions of said merger and such other provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree as follows:

### Article I

#### Merger and Name of Surviving Corporation

On the effective date of the merger, Bonneville and Interwest shall cease to exist separately and Interwest shall be merged with and into Bonneville which is hereby designated as the "Surviving Corporation," the name of which on and after the effective date of the merger shall be "Bonneville Pacific Corporation."

### Article II

#### Terms and Conditions of Merger

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

- (a) On the effective date of the merger:
  - (i) Interwest shall be merged into Bonneville to form a single corporation, and Bonneville shall be, and is designated herein as, the Surviving Corporation;
  - (ii) The separate existence of the Subsidiary shall cease;
  - (iii) The Surviving Corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all duties and liabilities of a corporation organized under the laws of the state of Delaware; and
  - (iv) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises of a public, as well as of a private, nature of the Subsidiary; and all property, real, personal, and mixed, and all debts due of whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to the Subsidiary, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate, or any interest therein, vested in the Subsidiary shall not revert or be in any way impaired by reason of the merger; the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Subsidiary; any claim existing or action or proceeding pending by or against the Subsidiary may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in place of the Subsidiary; and neither the

rights of creditors nor any liens on the property of the Subsidiary shall be impaired by the merger.

(b) On the effective date of the merger, the board of directors of the Surviving Corporation and the members thereof, shall be and consist of the members of the board of directors of the Surviving Corporation immediately prior to the merger, to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with such bylaws and the laws of the state of Delaware.

(c) On the effective date of the merger, the officers of the Surviving Corporation shall be and consist of the officers of the Surviving Corporation immediately prior to the merger, such officers to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with such bylaws and the laws of the state of Delaware.

If on the effective date of the merger, a vacancy shall exist in the board of directors or in any of the offices of the Surviving Corporation, such vacancy may be filled in the manner provided in the bylaws of the Surviving Corporation and the laws of the state of Delaware.

### **Article III Manner and Basis of Converting Shares**

Each share of common stock of the Subsidiary issued and outstanding immediately prior to the effective date of the merger shall, without any action on the part of the holder thereof, be cancelled.

### **Article IV Certificate of Incorporation and Bylaws**

(a) The certificate of incorporation of Bonneville shall, on the merger becoming effective, constitute the certificate of incorporation of the Surviving Corporation unless and until amended in the manner provided by law.

(b) The bylaws of Bonneville shall, on the merger becoming effective, be and constitute the bylaws of the Surviving Corporation until amended in the manner provided by law.

### **Article V Other Provisions With Respect to Merger**

This Plan shall be submitted to the board of directors as provided by the laws of the states of Idaho and Delaware, as applicable. After the approval or adoption of this Plan of Merger in accordance with the requirements of the laws of the states of Idaho and Delaware, as applicable, all required documents shall be executed, filed, and recorded in accordance with all requirements of the states of Idaho and Delaware, as applicable.

### **Article VI Approval and Effective Date of the Merger; Miscellaneous Matters**

(a) In order to aid the parties in establishing a date certain for effectiveness of the merger for accounting and other purposes, the merger shall be deemed to have become effective

on filing of a certificate of merger, setting forth the information required by, and executed and certified in accordance with, the laws of the state of Delaware, with the Secretary of State of the state of Delaware and such office shall have issued a certificate of merger reflecting such filing.

(b) If at any time the Surviving Corporation shall deem or be advised that any further grants, assignments, confirmations, or assurances are necessary or desirable to vest, perfect, or confirm title in the Surviving Corporation, of record or otherwise, to any property of the Subsidiary acquired or to be acquired by, or as a result of, the merger, the officers and directors of the Subsidiary or any of them shall be severally and fully authorized to execute and deliver any and all such deeds, assignments, confirmations, and assurances and to do all things necessary or proper so as to best prove, confirm, and ratify title to such property in the Surviving Corporation and otherwise carry out the purposes of the merger and the terms of this Plan.

(c) For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument and all such counterparts together shall be considered one instrument.

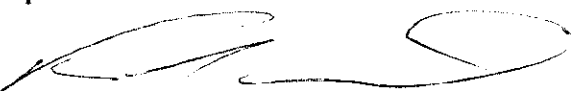
(d) This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

IN WITNESS WHEREOF, each Constituent Corporation has caused this Plan of Merger to be executed, all as of the date first above written.

ATTEST:

INTERWEST HYDRO, INC., a Idaho  
corporation

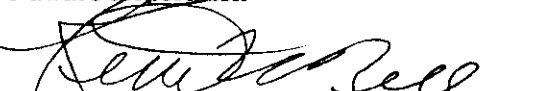
  
\_\_\_\_\_  
David P. Hirschi, Secretary

By   
\_\_\_\_\_  
Robert L. Wood, President

ATTEST:

BONNEVILLE PACIFIC CORPORATION, a  
Delaware corporation

  
\_\_\_\_\_  
David P. Hirschi, Secretary

By   
\_\_\_\_\_  
Kenneth W. Bell, Vice-President