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POINT SPILL DEVELOPMENT, LTD.

'82 MAR 10 PM 3:29

LIMITED PARTNERSHIP CERTIFICATE

'82 FEB 18 PM 4:23

SECRETARY OF  
STATE

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STATE

1. The name of the limited partnership shall be  
POINT SPILL DEVELOPMENT, LTD.

2. The character of the business shall be that of a limited partnership organized under the Uniform Limited Partnership Law, Idaho Code Sections 53-201, et seq., for the purpose of a hydro-electric development at Point Spill in the Snake River Canyon, Twin Falls, Idaho.

3. The principal place of business shall be located at 12080 Chinden Blvd., Boise, Ada County, Idaho.

4. (a) The general partners are:

Everett M. Baily  
12080 Chinden Blvd.  
Boise, Idaho 83704

Truman A. Baily  
817 N.W. 11th  
Pendleton, Oregon 97801

Stephen W. Green  
331 S.E. 2nd  
Pendleton, Oregon 97801

Lawrence M. O'Rourke  
1208 N.W. Gilliam  
Pendleton, Oregon 97801

Robert E. O'Rourke  
P. O. Box 490  
Pendleton, Oregon 97801

(b) The limited partners are:

Major Charles M. Baily and  
Tamara Baily  
U.S. Mission to NATO  
Brussels, Belgium  
A.P.O. New York 09667

Everett M. Baily and  
Donna R. Baily  
12080 Chinden Blvd.  
Boise, Idaho 83704

Helen L. Baily  
Route 1  
Box 196  
Hansen, Idaho 83334

Truman A. Baily and  
Ruth Eileen Baily  
817 N.W. 11th  
Pendleton, Oregon 97801

Stephen W. Green and  
Bonita L. Green  
331 S.E. 2nd  
Pendleton, Oregon 97801


Norman A. Hill and  
Beth E. Hill  
Route 3  
Box 215  
Pocatello, Idaho 83201

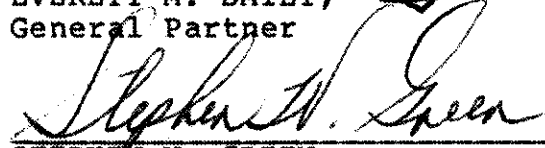
Lawrence M. O'Rourke and  
Dorothy M. O'Rourke  
1208 Gilliam  
Pendleton, Oregon 97801

Robert E. O'Rourke and  
Mary L. O'Rourke  
P. O. Box 490  
Pendleton, Oregon 97801

5. The partnership is to exist until dissolved.
6. The amount of property contributed by the partners is described by Schedule A attached hereto.

7. No additional contributions are required.
8. Any remaining portion of the cash contributions of the limited partners are to be returned only upon dissolution.
9. See Schedule A attached hereto for limited partners' share of income.
10. A two-thirds majority of the general partners are empowered to admit additional limited partners for the purpose of raising additional necessary capital.
11. Class B limited partners have priority for distribution of property or interests in property contributed upon dissolution.
12. Within ninety (90) days after the death, withdrawal or any act of insolvency on the part of a general partner, the remaining general partners, or if all general partners have died, withdrawn or become insolvent, then a majority of the limited partners may elect to continue the business of the partnership in a reconstituted partnership consisting of the remaining partners under the terms and conditions set forth in the Limited Partnership Agreement.

  
EVERETT M. BAILLY,  
General Partner

  
STEPHEN W. GREEN,  
General Partner

Truman A. Baily  
TRUMAN A. BAILY  
General Partner

Lawrence M. O'Rourke  
LAWRENCE M. O'ROURKE  
General Partner

Robert E. O'Rourke  
ROBERT E. O'ROURKE  
General Partner

SUBSCRIBED AND SWORN to before me this 13 day of Feb.,  
1982. (Signature of Robert E. O'Rourke)

Truman A. Baily  
Notary Public for Oregon  
My commission expires 06-18-83

SUBSCRIBED AND SWORN to before me this 13 day of Feb.,  
1982.

(Signatures of Everett M. Baily, Stephen W. Green,  
Truman A. Baily, Lawrence M. O'Rourke)

Robert E. O'Rourke  
Notary Public for Oregon  
My commission expires 11-18-85

Everett M. Baily  
Attorney-in-Fact for  
Limited Partners

STATE OF ~~OREGON~~ <sup>IDAHO</sup> )  
 ) ss.  
County of Ada )

On this 9<sup>th</sup> day of March, 1982, before me, the undersigned, a notary public in and for said State, personally appeared Everett M. Baily, known to me to be the person whose name is subscribed to this instrument as the Attorney-in-Fact for each of the Limited Partners for the Point Spill Development, Ltd., and acknowledged to me that he subscribed his own name thereto as Attorney-in-Fact for each of the Limited Partners.

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

Debra L. Sparks  
Notary Public for Oregon ~~IDAHO~~  
Residing at: Boise Id

SCHEDULE A

INITIAL CAPITAL OF LIMITED PARTNERSHIP  
AND INTERESTS OF PARTNERS

Class A Limited Partners, Share of Income and  
Nature of Contribution

Mr. and Mrs. Charles M. Baily	8%	\$10,000 cash
Mr. and Mrs. Everett M. Baily	8%	\$10,000 cash
Mr. and Mrs. Truman A. Baily	8%	\$10,000 cash
Mr. and Mrs. Stephen W. Green	8%	\$10,000 cash
Mr. and Mrs. Norman A. Hill	8%	\$10,000 cash
Mr. and Mrs. Lawrence M. O'Rourke	8%	\$10,000 cash
Mr. and Mrs. Robert E. O'Rourke	8%	\$10,000 cash
General Partners	5%	Management Fee

Class B Limited Partners

Mrs. Helen L. Baily	39%	\$45,000. Option to acquire 20 acres of land located in Twin Falls County, Idaho, at Point Spill, Snake River Canyon.
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TOTAL	100%
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