



CERTIFICATE OF DISSOLUTION
OF

KIRBY POWER COMPANY, INC.

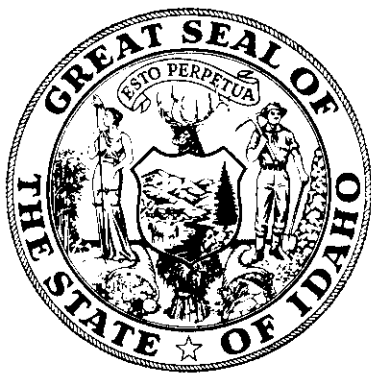
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Dissolution of _____

KIRBY POWER COMPANY, INC.

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
Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated _____, June 4, 1984.



SECRETARY OF STATE

Corporation Clerk

10-21-92 4/1

ARTICLES OF DISSOLUTION

TO: PETE CENARRUSA, SECRETARY OF STATE IN AND FOR THE STATE
OF IDAHO

Pursuant to the provisions of Idaho Code Section 30-1-84 through 30-1-92, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Kirby Power Company, Inc., Post Office Box 112, Atlanta, Idaho 83601, and the registered agent of the corporation is Harold Lanning, Atlanta, Idaho 83601.

2. The officers of the corporation are president, vice-president and treasurer - Harold Lanning, and secretary - Billie J. Lanning.

3. A statement pursuant to Idaho Code Section 30-1-87 has been complied with in that there are no creditors either actual or potential that the corporation owes an indebtedness to.

4. All debts, obligations and liabilities of the corporation have been paid and discharged and adequate provision has been made therefor.


5. All remaining property and assets of the corporation have been distributed in accordance with the distribution provision in the Articles of Incorporation.


6. There are no suits pending against the corporation in

any court, and the corporation is unaware of any pending lawsuit or judgments against it at this time.

7. The dissolution has received unanimous written consent of the shareholders, Harold Lanning and Billie J. Lanning, and this dissolution is pursuant to a Resolution to Dissolve adopted in the manner as prescribed by Idaho Code Section 30-1-34.

DATED this 22nd day of May, 1984.

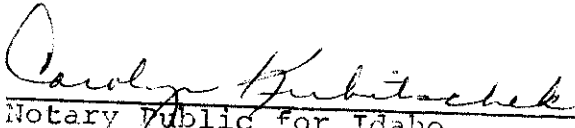

Harold Lanning
President, Vice-President and
Treasurer


Billie J. Lanning
Secretary

STATE OF IDAHO,)
) ss.
COUNTY OF ELMORE.)

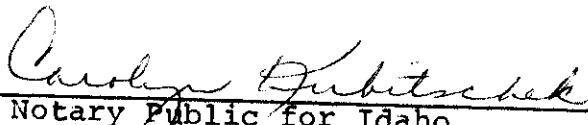
On this 22nd day of May, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared HAROLD LANNING and BILLIE J. LANNING, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Mountain Home, Idaho
My Commission Expires: 10-10-85

STATE OF IDAHO,)
) ss.
COUNTY OF ELMORE.)

I, Carolyn Kubitschek, a notary public, do hereby certify that on this 22nd day of May, 1984, personally appeared before me Harold Lanning and Billie J. Lanning, who, being by me first duly sworn, declared that they are the President and Secretary of Kirby Power Company, Inc., that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.


Notary Public for Idaho
Residing at Mountain Home, Idaho
My Commission Expires: 10-10-85