

State of Idaho

Department of State.

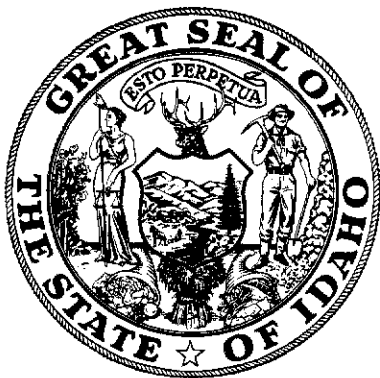
CERTIFICATE OF INCORPORATION OF

INGRAM HYDROPOWER, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 2, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

27 APR 2 1990

INGRAM HYDROPOWER, INC.

The undersigned, acting as incorporator, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Ingram Hydropower, Inc.

ARTICLE II

The purpose for which said corporation is formed is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The address of the Corporation's initial registered office shall be Star Route, Challis, Idaho 83226 and the name of its initial registered agent at such address is Alice Evangelin Ingram.

ARTICLE V

The capital stock of the Corporation shall be one thousand (1,000) shares of common stock, with One Dollar (\$1.00) par value. The capital stock of the Corporation shall not be assessable.

ARTICLE VI

The name and address of the incorporator are:

Gayle A. Sorenson
Idaho First National Bank Building, Third Floor
330 Shoup Ave.
Idaho Falls, Idaho 83402

The number of directors constituting the initial board of directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

William Edward Ingram
Star Route
Challis, Idaho 83226

Alice Evangelin Ingram
Star Route
Challis, Idaho 83226

ARTICLE VIII

Provisions denying preemptive rights are: None

ARTICLE IX

Provisions for the regulation of the internal affairs of the corporation are: None

DATED this 31st day of March, 1987



Gayle A. Sorenson

INCORPORATOR

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