



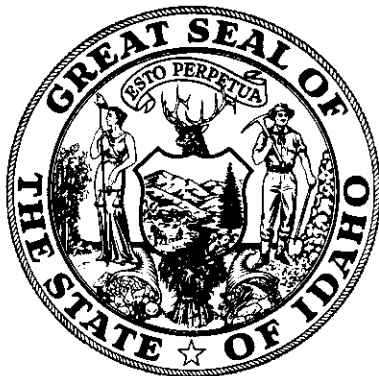
CERTIFICATE OF INCORPORATION
OF

CO-ENERGY, 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: September 8, 1986



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
CO-ENERGY, INC.

§ 15

The undersigned, acting as incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is CO-ENERGY, INC.

ARTICLE II

PURPOSE

The purpose or purposes for which the Corporation is organized are to erect and maintain boilers, energy systems and cogeneration facilities; own, operate and/or manage the business associated with such activities; and transact all lawful business for which corporations may be organized under the Business Corporation Act of the State of Idaho.

ARTICLE III

DURATION

The Corporation shall have perpetual existence.

ARTICLE IV

SHARES

The total authorized stock of the Corporation is 5,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V

PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have no preemptive rights, by virtue of Idaho Code §30-1-26, to buy, purchase or acquire stock issued or to be issued by the Corporation.

ARTICLE VI

REGISTERED OFFICE

The address of the initial registered office is 6280 N. Government Way, P. O. Box 5205, Coeur d'Alene, Idaho 83814. The initial registered agent is RICHARD H. IRWIN.

ARTICLE VII

DIRECTORS

The initial board of directors shall consist of two directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of stockholders or until their successors can be elected and qualified are:

<u>Name</u>	<u>Address</u>
Richard H. Irwin	P.O. Box 5205 Coeur d'Alene, Idaho 83814
J. Richard W. Davis	P.O. Box 202 Athol, Idaho 83801

ARTICLE VIII

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the board of directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the stockholders, shall be vested in the board of directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The Corporation shall have the right to enter into such agreements and arrangements with its directors, officers, employees and agents to provide for their indemnification while acting for and on behalf of the Corporation, pursuant to Idaho Code §30-1-5.

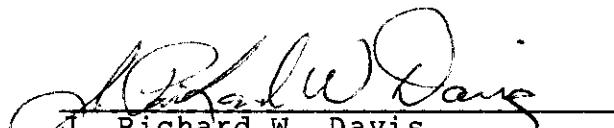
ARTICLE X
INCORPORATORS

The names and business addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Richard H. Irwin	P.O. Box 5205 Coeur d'Alene, Idaho 83814
J. Richard W. Davis	P.O. Box 202 Athol, Idaho 83801

IN WITNESS WHEREOF, the undersigned incorporators of the above-named Corporation, have hereunto signed these Articles of Incorporation on this 5th day of September, 1986.


Richard H. Irwin


J. Richard W. Davis

STATE OF IDAHO)
 : ss.
County of Kootenai)

On this 5th day of September, 1986, before me, the undersigned Notary Public, personally appeared Richard H. Irwin, known to me to be the person whose name is

subscribed to the within instrument, and acknowledged to me that he executed the same.

(SEAL)

Janet D. Robnett
Notary Public for Idaho
Residing at Coeur d'Alene
My Commission Exp. 4-26-91

STATE OF IDAHO)
 : ss.
County of Kootenai)

On this 5th day of September, 1986, before me, the undersigned Notary Public, personally appeared J. Richard W. Davis, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

(SEAL)

Janet D. Robnett
Notary Public for Idaho
Residing at Coeur d'Alene
My Commission Exp. 4-26-91