

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

ROCK CREEK LICENSE, INC.

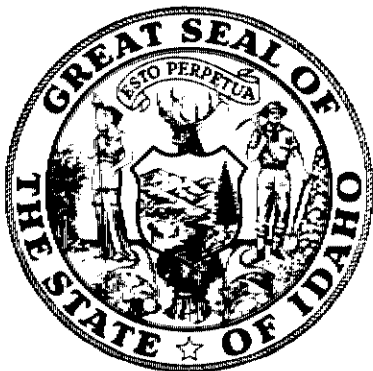
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

BP HOLDINGS, 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated April 28, 19 89



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]

Corporation Clerk

ARTICLES OF AMENDMENT
OF
ROCK CREEK LICENSE, INC.

APR 28 10 21 AM '89
SECRETARY OF STATE

These ARTICLES OF AMENDMENT OF ROCK CREEK LICENSE, INC., an Idaho corporation (the "Corporation"), dated April 17, 1989, are written for the purpose of changing the name and the purpose of the Corporation.

RECITALS

A. The sole shareholder of the Corporation is Bonneville Pacific Corporation, a Delaware corporation (the "Shareholder").

B. The shareholder owns 100 shares of no par value common stock, said stock being the only class of stock issued by the corporation, and said number of shares being all of the issued and outstanding shares of the Corporation.

C. On April 17, 1989 a meeting of the shareholder of the Corporation was held pursuant to Waiver of Notice executed by the Shareholder in accordance with and pursuant to the By-Laws of the Corporation.

D. At the Meeting of the Shareholder held April 17, 1989, the following amendments were adopted by the Shareholder, with the Shareholder casting votes equal to the number of shares of common stock owned by the Shareholder, i.e., 100 votes for 100 shares of common stock, in favor of the following amendments:

BASED UPON THE FOREGOING, and as verified below, the Articles of Incorporation of Rock Creek License, Inc. as filed with the Secretary of State of Idaho are hereby amended as follows:

Article I is amended in its entirety to read:

ARTICLE I

NAME

The name of said corporation shall be

BP Holdings, Inc.

Article II, paragraph A is amended in its entirety to read:

ARTICLE II

PURPOSES AND POWERS

The purposes for which this corporation is formed are:

A. To hold the stock of corporations which own or have an interest in hydroelectric and cogeneration projects in the States of Idaho and Utah.


Except as amended hereby, the Articles of Incorporation of Rock Creek License, Inc. remain in full force and effect.

DATED this 17th day of April, 1989.

ROCK CREEK LICENSE, INC.

Attest:

By


David P. Hirsoni
Secretary

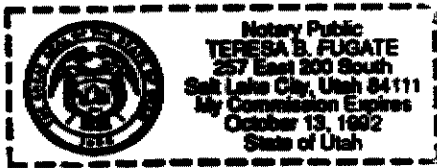
ROCK CREEK LICENSE, INC.

By


John A. McTear, Vice President

STATE OF UTAH)
 : ss
COUNTY OF SALT LAKE)

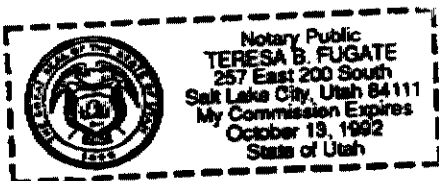
I, Teresa Fugate, a notary public, do hereby certify that on this 17th day of April, 1989, personally appeared before me John A. McTear, who, being by me first duly sworn, declared that he is the Vice President of Rock Creek License, Inc., that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.



Teresa B. Fugate
Notary Public for Utah
Residing at: Salt Lake City, Utah
My commission expires: 10-13-92

STATE OF UTAH)
 : ss
COUNTY OF SALT LAKE)

I, Teresa Fugate, a notary public, do hereby certify that on this 17th day of April, 1989, personally appeared before me David P. Hirschi, who, being by me first duly sworn, declared that he is the Secretary of Rock Creek License, Inc., that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.



Teresa B. Fugate
Notary Public for Utah
Residing at: Salt Lake City, Utah
My commission expires: 10-13-92

d/a/00983