



Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

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

MAGIC DAM HYDROELECTRIC, INC., an Idaho corporation

into MAGIC RESERVOIR HYDROELECTRIC, INC., an Idaho corporation,

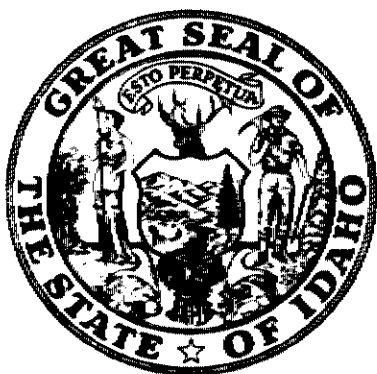
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of

Merger, and attach hereto a duplicate original of the Articles of

Merger.

Dated May 20, 19 88.



Pete T. Cenarrusa

SECRETARY OF STATE

John J. Clark

Corporation Clerk

**ARTICLES OF MERGER
OF MAGIC DAM HYDROELECTRIC, INC. AND
MAGIC RESERVOIR HYDROELECTRIC, INC.
DOMESTIC CORPORATIONS**

MAR 20 4 43 PM '88

SECRETARY OF STATE

Pursuant to the provisions of Section 30-1-74 of the Idaho Corporations Act, the undersigned corporations, Magic Dam Hydroelectric, Inc. and Magic Reservoir Hydroelectric, Inc., adopt the following Articles of Merger for the purpose of merging themselves into Magic Reservoir Hydroelectric, Inc., the surviving corporation, a domestic Idaho Corporation:

FIRST: The following Plan of Merger was approved by the members of each of the undersigned corporations in the manner prescribed by the Idaho Corporations Act:

A. Magic Reservoir Hydroelectric, Inc. shall merge with Magic Dam Hydroelectric, Inc. The surviving corporation shall be Magic Reservoir Hydroelectric, Inc.;

B. Because the ownership of each corporation is identical, all outstanding shares of Magic Dam Hydroelectric, Inc. shall be redeemed and cancelled;

C. All assets of Magic Dam Hydroelectric, Inc. shall become the assets of Magic Reservoir Hydroelectric, Inc.;

D. Magic Reservoir Hydroelectric, Inc. shall assume all liabilities of Magic Dam Hydroelectric, Inc., which liabilities shall become the liabilities of Magic Reservoir Hydroelectric, Inc.;

E. The Articles of Incorporation of Magic Reservoir Hydroelectric, Inc. shall remain as executed on March 17, 1988 and filed and approved by the Idaho Secretary of State on March 23, 1988;

F. The provisions of this Plan of Merger shall be effective upon filing of these Articles of Merger with the Idaho Secretary of State.

SECOND: Each of the undersigned corporations, has one class of shares. Each share has one vote. The ownership of each corporation is identical. The number of shares of such class entitled to vote on such Plan, are as follows:

| <u>Name of Corporation</u> | <u>Number of Shares</u> | <u>Number of Votes</u> |
|-------------------------------------|-----------------------------|----------------------------|
| Magic Dam Hydroelectric, Inc. | 100 | 100 |
| Magic Reservoir Hydroelectric, Inc. | 100 | 100 |

THIRD: As to each of the undersigned corporations, the total number of shares voting for and against such Plan of Merger respectively, are as follows:

| <u>Name of Corporation</u> | <u>Number of Voting Shares</u> <u>For</u> | <u>Against</u> |
|-------------------------------------|--|----------------|
| Magic Dam Hydroelectric, Inc. | 100 | 0 |
| Magic Reservoir Hydroelectric, Inc. | 100 | 0 |

Dated this 16 day of May, 1988.

MAGIC DAM HYDROELECTRIC, INC.

By: Jay R. Jackson
Jay R. Jackson, President

Attest: Maureen Jackson
Maureen Jackson
Secretary-Treasurer

MAGIC RESERVOIR
HYDROELECTRIC, INC.

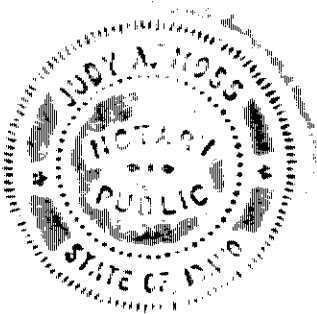
By: Jay R. Jackson
Jay R. Jackson, President

Attest: Maureen Jackson
Maureen Jackson
Secretary-Treasurer

STATE OF IDAHO)
) ss.
County of Ada)

On this 16th day of May, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared before me JAY R. JACKSON, who, being by me first duly sworn, declared that he is the President of MAGIC DAM HYDROELECTRIC, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

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

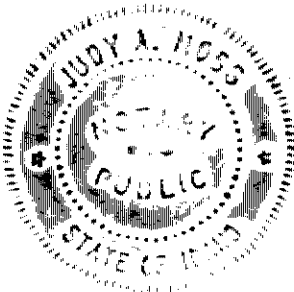


Judy A. Moss
Notary Public for Idaho
Residing at: Donipah
Commission expires: 1/28/92

STATE OF IDAHO)
) ss.
County of Ada)

On this 16th day of May, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared before me JAY R. JACKSON, who, being by me first duly sworn, declared that he is the President of MAGIC RESERVOIR HYDROELECTRIC, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

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

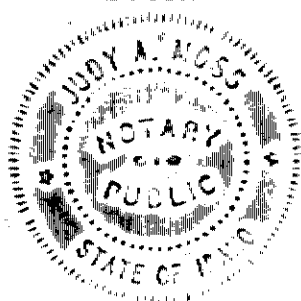


Judy A. Moss
Notary Public for Idaho
Residing at: Donipah
Commission expires: 1/28/92

STATE OF IDAHO)
) ss.
County of Ada)

On this 16th day of May, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared before me MAUREEN JACKSON, who, being by me first duly sworn, declared that he is the Secretary-Treasurer of MAGIC DAM HYDROELECTRIC, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

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

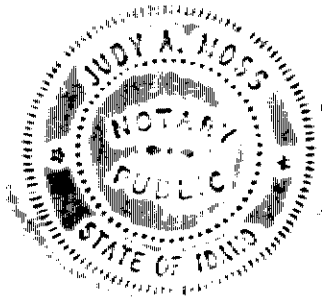


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