

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

INTERWEST HYDRO, INC.

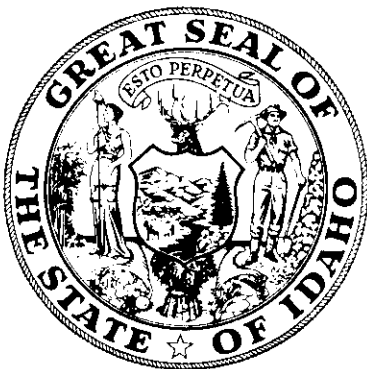
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

INTERWEST HYDRO, INC.

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: *December 15, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION
OF
INTERWEST HYDRO, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

NAME

The name of said corporation shall be Interwest Hydro Inc.

ARTICLE II

PURPOSES AND POWERS

The purpose which this corporation is formed are: To develop, finance, joint venture, operate, or carry on any enterprise, business, or transaction for the generation of electricity.

ARTICLE III

DURATION

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be located in the County of Ada, the post office address of which shall be located in the State of Idaho, County of

Ada, 3785 Twilite Drive, Boise, Idaho, 83703. A. Leon Blaser shall be the registered agent at the address set forth above.

ARTICLE V

CORPORATE STOCK

The capital stock of this corporation shall be in the amounts of \$100,000, divided into 100,000 shares of non-assessable common stock of the par value of \$1.00 per share.

ARTICLE VI

INCORPORATORS

Following are the names and post office addresses of each of the incorporators:

<u>Name of Incorporator</u>	<u>Post Office Address</u>
<i>And Directors</i>	
A. Leon Blaser	3785 Twilite Drive Boise, Idaho 83703
Bruce W. Blaser	4378 Kitsap Drive Boise, Idaho 83703

ARTICLE VII

MANAGEMENT

The management of this corporation shall be vested in a board of directors of not less than three (3) directors and a maximum number as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the stockholders, to be held at the time and place designated by the By-Laws.

ARTICLE VIII

BY-LAWS

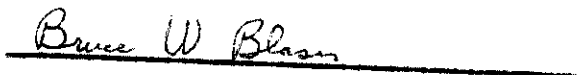
The power to adopt, repeal and amend the By-Laws of

the corporation shall be in the shareholders and the By-Laws may be amended, adopted or repealed by a two-thirds vote of the stock issued and entitled to vote.

IN WITNESS THEREOF, I have hereunto set my hand
this 15 day of December 1982.

A handwritten signature in cursive script, appearing to read "A. Leon Blaser", written over a horizontal line.

A. Leon Blaser

A handwritten signature in cursive script, appearing to read "Bruce W. Blaser", written over a horizontal line.

Bruce W. Blaser