

**Department of State.****CERTIFICATE OF INCORPORATION  
OF****INTERMOUNTAIN GAS INDUSTRIES FOUNDATION, INCORPORATED**

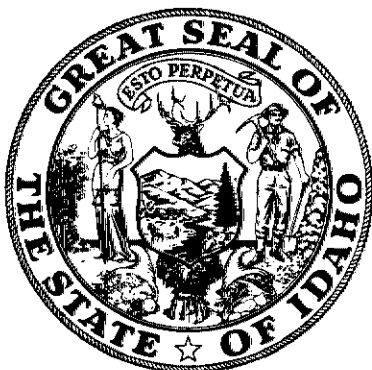
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of **INTERMOUNTAIN**

**GAS INDUSTRIES FOUNDATION, INCORPORATED**

duly signed pursuant to the provisions of the Idaho Nonprofit 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 29, 19 89.



SECRETARY OF STATE

  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

SEP 29 4 42 PM '89

INTERMOUNTAIN GAS INDUSTRIES FOUNDATION, INCORPORATED  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS That the undersigned, acting as incorporator of a nonprofit corporation under the laws of the state of Idaho, Title 30, Chapter 3, Idaho Code, adopts the following Articles of Incorporation for the purpose hereinafter stated:

ARTICLE I

The name of the corporation shall be "INTERMOUNTAIN GAS INDUSTRIES FOUNDATION, INCORPORATED".

ARTICLE II

This corporation is a nonprofit corporation and shall have no capital stock.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The address of the initial registered office of this corporation in the state of Idaho shall be 555 South Cole Road, Boise, Idaho 83709, and the name of the initial registered agent at that address shall be James E. Simmerman.

ARTICLE V

The objects and purposes for which this corporation is formed shall be and are exclusively charitable, scientific or educational, and all subsequent references herein to those terms or to Section 501(c)(3) of the Internal Revenue Code of 1986 and any amendments thereto or the corresponding provisions of any future United States Internal Revenue Law. Such objects and purposes being:

(1) To foster and promote public charitable, scientific or educational endeavors, primarily within the service territory of Intermountain Gas Industries, Inc. and its affiliates, by making gifts and grants of funds to entities engaged in such activities.

(2) To receive from any and all available sources funds for corporate purposes.

(3) To hold title, legal or equitable, to property for any purpose incidental to its powers, and to sell or encumber any such property, real or personal.

(4) To solicit, receive and expend the proceeds of fees, donations, bequests and legacies for any purpose for which this corporation is formed.

(5) To enter into such contracts and to incur such obligations as are consistent with its powers, objects, and purposes, but the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

(6) It is intended that this corporation shall qualify as a charitable, scientific or educational corporation, exempt from taxation and particularly federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

(7) All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to charitable, scientific and educational purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual, director, officer or any member of this corporation, except as such member may be a corporation organized and operated exclusively for charitable, scientific or educational purposes, and which is exempt from taxation, and particularly the federal income tax. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(8) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

(9) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(10) The corporation shall not engage in any act of self-dealing as defined in section 4942(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(11) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(12) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws.

(13) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(14) It is the intention of the incorporators hereof that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of this corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its objects hereinabove enumerated, or incidental to the purposes and objects hereinafter named, and which are permitted under the laws of the state of Idaho under which this corporation is organized, to the same extent and as fully as a natural person might or could do; provided, that this corporation shall not have the power to conduct, and shall not conduct, activities not in furtherance of charitable, scientific or educational purposes as those terms are used in Section 501(c)(3).

#### ARTICLE VI

The business of this corporation shall be managed and conducted by a board of directors of not less than three (3) persons, the exact number of persons to serve on such Board to be specified in the bylaws. The names and addresses of the initial members of the Board of Directors named by the incorporators to serve until the first election of directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard Hokin	P.O. Box 7608, Boise, Idaho 83707
William C. Glynn	P.O. Box 7608, Boise, Idaho 83707
Jeffrey K. Lebens	P.O. Box 7608, Boise, Idaho 83707
N. Charles Hedemark	P.O. Box 7608, Boise, Idaho 83707
Randy Schultz	P.O. Box 7608, Boise, Idaho 83707

#### ARTICLE VII

The Board of Directors of this corporation may meet and transact the business hereof either at the principal place of business herein designated, or at such other place as may be designated by resolution of the Board of Directors.

#### ARTICLE VIII

The bylaws of this corporation may be repealed, amended, altered or new bylaws adopted at any annual meeting, or at any special meeting of the members called for that purpose, by the unanimous vote representing not less than a majority of the directors or by the written consent of the directors or the members which written consent may be in more than one instrument.

#### ARTICLE IX

This corporation is formed without capital stock. Membership certificates shall be issued to each member, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation except by approval of the Board of Directors and under such regulations as the

bylaws may prescribe. The voting power, rights or interest of each member shall be equal and no member can have or acquire a greater interest herein than any other member.

#### ARTICLE X

The names and street addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
William C. Glynn	555 So. Cole Road, Boise, Idaho 83709
Jeffrey K. Lebens	555 So. Cole Road, Boise, Idaho 83709
N. Charles Hedemark	555 So. Cole Road, Boise, Idaho 83709

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 29<sup>th</sup> day of September, 1989.

William C. Glynn  
N. Charles Hedemark  
Jeffrey K. Lebens

STATE OF IDAHO )  
                  ) ss.  
County of Ada )

On this 29<sup>th</sup> day of September, 1989, before me, a notary public in and for said county and state, personally appeared William C. Glynn, N. Charles Hedemark, and Jeffrey K. Lebens known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

D. Kent Little  
NOTARY PUBLIC for Idaho  
Residing at Boise, Idaho  
My Commission Expires 11/94