



Department of State.

CERTIFICATE OF MERGER OR CONSOLIDATION

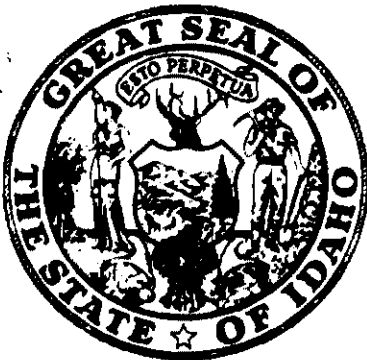
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of _____
IDAHO POWER COMPANY, a Maine corporation,
into IDAHO POWER MIGRATING CORPORATION, an Idaho corporation,
changing its name to IDAHO POWER COMPANY

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 June 30, 19 89



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

JUN 30 4 05 PM '89
SECRETARY OF STATE

ARTICLES OF MERGER

OF

IDAHO POWER COMPANY

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IDAHO POWER MIGRATING CORPORATION

We the undersigned, on behalf of Idaho Power Company and Idaho Power Migrating Corporation (collectively referred to as the "Parties"), hereby adopt the following Articles of Merger:

ARTICLE I

At the close of business on June 30, 1989, Idaho Power Company shall merge with and into Idaho Power Migrating Corporation and Idaho Power Migrating Corporation shall immediately change its name to Idaho Power Company in accordance with the Agreement and Plan of Merger entered into between the Parties, dated March 10, 1989. A copy of this Agreement and Plan of Merger is attached as Exhibit A to these Articles of Merger and fully sets forth the terms, conditions and transfer of obligations between the Parties.

ARTICLE II

Idaho Power Company shareholder class designations, as well as the number of shares outstanding and number of shares voting for and against the merger, are shown on attached Exhibit B.

ARTICLE III

Idaho Power Migrating Corporation shareholder class designations, as well as the number of shares outstanding and number of shares voting for and against the merger are shown on the attached Exhibit C.

ARTICLE VI


As outlined in the Agreement and Plan of Merger (Exhibit A), the 100 shares of Idaho Power Migrating Corporation stock held by Idaho Power Company shall be cancelled on June 30, 1989 and resume the status of authorized and unissued shares of stock. At the same time, each share of Idaho Power Company common stock and preferred stock issued and outstanding shall be changed and converted into one fully paid share of the surviving corporation's common and preferred stock.

ARTICLE V

The Articles of Incorporation of Idaho Power Migrating Corporation shall be amended and restated and are filed simultaneously with these Articles of Merger.

DATED this 30th day of June, 1989.


IDAHO POWER COMPANY


Wayne W. Anderson
President & Chief Operating Officer

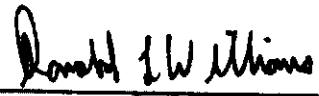
ATTEST:


Robert W. Stahman
Secretary

IDAHO POWER MIGRATING CORPORATION

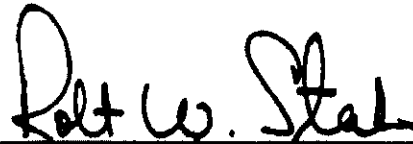

Robert J. O'Connor
Chairman and President

ATTEST:


Ronald L. Williams
Assistant Secretary

CERTIFICATION

Pursuant to the requirements of Idaho Code § 30-1-74, ROBERT W STAHPMAN, upon oath, hereby certifies that he supervised the preparation of Idaho Power Company and Idaho Power Migrating Corporation's Articles of Merger and that the information contained therein are true and accurate to the best of his knowledge and belief.



Robert W Stahman
Secretary
IDAHO POWER COMPANY

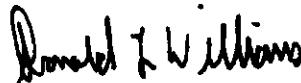
Subscribed and sworn to before me this 30th day of June, 1989.

(NOTARIAL SEAL)


Notary Public for Idaho
Residing at Boise, Idaho

CERTIFICATION

Pursuant to the requirements of Idaho Code § 30-1-74, RONALD L WILLIAMS, upon oath, hereby certifies that he supervised the preparation of Idaho Power Company and Idaho Power Migrating Corporation's Articles of Merger and that the information contained therein are true and accurate to the best of his knowledge and belief.



Ronald L Williams
Assistant Secretary
IDAHO POWER MIGRATING CORPORATION

Subscribed and sworn to before me this 30th day of June, 1989.

(NOTARIAL SEAL)



Notary Public for Idaho
Residing at Boise, Idaho

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") made and entered into as of the 10th day of March, 1989, by and between IDAHO POWER MIGRATING CORPORATION, an Idaho Corporation ("IPMC"), and IDAHO POWER COMPANY, a Maine Corporation ("Idaho Maine").

W I T N E S S E T H :

WHEREAS, IPMC is a corporation duly organized and existing under the laws of the State of Idaho; and

WHEREAS, Idaho Maine is a corporation duly organized and existing under the laws of the State of Maine; and

WHEREAS, after the Effective Time of Merger IPMC [as the Surviving Corporation] will have authority to issue Fifty Million (50,000,000) shares of Common Stock, par value Two and One-Half Dollars (\$2.50) per share (the "IPMC Common Stock"), Two Hundred Fifteen Thousand (215,000) shares of 4% Preferred Stock, par value One Hundred Dollars (\$100) per share, One Hundred Fifty Thousand (150,000) shares of Serial Preferred Stock, par value One Hundred Dollars (\$100) per share, and Three Million (3,000,000) shares of Serial Preferred Stock, without par value (the 4% Preferred Stock, Serial Preferred Stock \$100 par value, and Serial Preferred Stock without Par Value collectively referred to as the "IPMC Preferred Stock"); and

WHEREAS, on the date of this Merger Agreement, Idaho Maine has authority to issue Fifty Million (50,000,000) shares of Common Stock, par value Two and One-Half Dollars (\$2.50) per share (the "Idaho Maine Common Stock"), of

which Thirty-Three Million, Nine Hundred Seventy-Seven Thousand (33,977,000) shares are issued and outstanding, Two Hundred Fifteen Thousand (215,000) shares of 4% Preferred Stock, par value One Hundred Dollars (\$100) per share, of which One Hundred Ninety Thousand Three Hundred Four (190,304) shares are issued and outstanding, One Hundred Fifty Thousand (150,000) shares of Serial Preferred Stock, par value One Hundred Dollars (\$100) per share, of which One Hundred Fifty Thousand (150,000) shares are issued and outstanding, and Three Million (3,000,000) shares of Serial Preferred Stock without par value, of which Two Hundred Fifty Thousand (250,000) shares are issued and outstanding; and

WHEREAS, the respective Boards of Directors of IPMC and Idaho Maine have determined that, for the purpose of effecting the reincorporation of Idaho Maine in the State of Idaho, it is advisable and to the advantage of the two corporations that Idaho Maine merge into IPMC upon the terms and conditions herein provided; and

WHEREAS, the respective Boards of Directors of IPMC and Idaho Maine have approved this Merger Agreement; and

WHEREAS, the Board of Directors of Idaho Maine has directed that this Merger Agreement be submitted to a vote of its shareholders at a meeting of shareholders, and the Board of Directors of IPMC has directed that the Merger Agreement be submitted to its sole shareholder, Idaho Maine.

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, IPMC and Idaho Maine hereby agree to merge as follows:

1. Merger. Subject to the terms and conditions of this Merger Agreement, Idaho Maine shall be merged with and into IPMC, and IPMC shall

survive the merger ("Merger"), effective at the Effective Time of Merger, as hereinafter defined.

2. Effective Time of Merger. Subject to the provisions of this Merger Agreement, Articles of Merger ("Idaho Articles of Merger") shall be executed and filed with the Secretary of State of the State of Idaho, and Articles of Merger ("Maine Articles of Merger") shall be executed and filed with the Secretary of State of the State of Maine. The Merger shall become effective upon the filing of the Idaho Articles of Merger and the Maine Articles of Merger. The date and time when the Merger shall become effective is referred to as the "Effective Time."

3. Surviving Corporation. At the Effective Time, the separate corporate existence of Idaho Maine shall be terminated and shall cease and IPMC, as the surviving corporation ("Surviving Corporation"), shall change its name to Idaho Power Company and continue its corporate existence under the laws of the State of Idaho.

4. Charter Documents, Directors and Officers.

a. Articles of Incorporation. At the Effective Time, the articles of incorporation of IPMC then in effect shall be amended and restated to provide in their entirety as set forth in the attached Exhibit A, and as amended shall be the articles of incorporation of the Surviving Corporation until further amended or repealed.

b. By-laws. At the Effective Time, the by-laws of IPMC then in effect shall be amended to provide in their entirety as set forth in the attached Exhibit B, and as amended shall be the by-laws of the Surviving Corporation until further amended in accordance with governing by-law provisions and applicable law.

c. Directors. The directors of Idaho Maine immediately preceding the Effective Time shall be the directors of the Surviving Corporation on and after the Effective Time and shall serve until the expiration of their terms and until their successors are elected and qualified.

d. Officers. The officers of Idaho Maine immediately preceding the Effective Time shall be the officers of the Surviving Corporation on and after the Effective Time and shall serve at the pleasure of its Board of Directors.

5. Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Idaho Maine such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Idaho Maine, and otherwise to carry out the purposes of this Merger Agreement. The officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Idaho Maine or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

6. Stock of Idaho Maine and IPMC. At the Effective Time, the One Hundred (100) shares of IPMC Common Stock presently issued and outstanding in the name of Idaho Maine shall be cancelled and retired and resume the status of authorized and unissued shares of IPMC Common Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof:

a. Each share of Idaho Maine Common Stock issued and outstanding immediately prior to the Effective Time shall be changed and converted into one fully paid and nonassessable share of the Surviving Corporation's Common Stock;

b. Each share of Idaho Maine 4% Preferred Stock \$100 par value, issued and outstanding immediately prior to the Effective Time shall be changed and converted into one fully paid and nonassessable share of the Surviving Corporation's 4% Preferred Stock, \$100 par value;

c. Each share of Idaho Maine Serial Preferred Stock \$100 par value, issued and outstanding immediately prior to the Effective Time shall be changed and converted into one fully paid and nonassessable share of the Surviving Corporation's Serial Preferred Stock, \$100 par value; and

d. Each share of the Idaho Maine Serial Preferred Stock, without par value, issued and outstanding immediately prior to the Effective Time shall be changed and converted into one fully paid and nonassessable share of the Surviving Corporation's Serial Preferred Stock, without par value.

7. Stock Certificates. From and after the Effective Time, all of the outstanding certificates that prior to that time represented shares of Idaho Maine Common Stock and Preferred Stock shall be deemed for all purposes to evidence ownership of and to represent an equal number of shares of the Surviving Corporation's Common Stock and Preferred Stock and shall so be registered in the books and records of the Surviving Corporation or its transfer agent. The registered owner on the books and records of the Surviving Corporation or its transfer agent of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to the Surviving Corporation or its transfer agent,

have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of the Surviving Corporation Common Stock and Preferred Stock evidenced by such outstanding certificate as above provided. After the Effective Time, whenever certificates which formerly represented shares of Idaho Maine Common Stock and Preferred Stock are presented for exchange or registration of transfer, the Surviving Corporation will cause to be issued in respect thereof certificates representing the shares of the Surviving Corporation into which the shares of Idaho Maine were converted.

8. Employee Benefit, Shareholder and Customer Plans. As of the Effective Time, the Surviving Corporation hereby assumes all obligations of Idaho Maine under any and all employee benefit or shareholder or customer plans in effect as of said date or with respect to which employee or shareholder or customer rights or accrued benefits are outstanding as of said date, provided, however, that the Surviving Corporation Common Stock shall be substituted for Idaho Maine Common Stock thereunder.

9. Succession. At the Effective Time, the rights, privileges, powers, certificates and franchises, both of a public as well as a private nature, of each of Idaho Maine and IPMC shall be vested in and possessed by the Surviving Corporation, subject to all the disabilities, duties and restrictions of or upon each of Idaho Maine and IPMC; and all property, real, personal and mixed, of each of Idaho Maine and IPMC, and all debts due to each of Idaho Maine and IPMC, if any, on whatever account, and all things in action or belonging to each of Idaho Maine and IPMC shall be transferred to and vested in the Surviving Corporation; and all property rights, privileges, power and

franchises, and all and every other interest, shall be thereafter as effectually the property of the Surviving Corporation as they were of Idaho Maine and IPMC, and the title to any real estate vested by deed or otherwise in either of Idaho Maine or IPMC shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of Idaho Maine and IPMC and their shareholders, officers and directors shall not be affected and all rights of creditors and all liens upon any property of either of Idaho Maine or IPMC shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by Idaho Maine or IPMC, and any claim existing or action or proceeding pending by or against either of Idaho Maine or IPMC may be prosecuted to judgment as if the Merger has not taken place except as such claim, action or proceeding may be modified with the consent of such creditors.

10. Conditions to Merger. The obligation of IPMC and Idaho Maine to effect the transactions contemplated hereby is subject to satisfaction of the following conditions (any or all of which may be waived to the extent permitted by law in the sole discretion of the Boards of Directors of IPMC and Idaho Maine): (i) the Merger shall have been approved by the shareholders of Idaho Maine in accordance with the Maine Business Corporation Act; (ii) Idaho Maine, as sole shareholder of IPMC, shall have approved the Merger in accordance with the Idaho Business Corporation Act; (iii) any and all non-governmental consents, permits, authorizations, approvals and orders deemed, in the sole discretion of the Board of Directors of Idaho Maine to be material to consummation of the Merger, shall have been obtained; and (iv) the parties shall have made all filings and received all approvals of any governmental or regulatory

agency or agencies of competent jurisdiction necessary in order to consummate the Merger, and each of such approvals shall be in full force and effect.

11. Abandonment. At any time before the Effective Time, this Merger Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either IPMC or Idaho Maine or both, notwithstanding approval of this Merger Agreement by the shareholders of IPMC or Idaho Maine or both.

12. Counterparts. In order to facilitate the filing and recording of this Merger Agreement the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

13. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Merger Agreement.

IN WITNESS WHEREOF, this Merger Agreement, having been first duly approved by the Boards of Directors of IPMC and Idaho Maine, is hereby executed on behalf of each of said two corporations by their respective officers thereunder duly authorized.

IDAHO POWER MIGRATING CORPORATION
An Idaho Corporation

By R. J. O'Connor
R J O'Connor
Chairman and President

ATTEST:

Ronald L Williams
Ronald L Williams
Secretary

IDAHO POWER COMPANY
A Maine Corporation

By R. J. O'Connor
R J O'Connor
Chairman and C.E.O.

ATTEST

Robert W. Stahman
Robert W Stahman
Secretary

EXHIBIT B

IDAHO POWER COMPANY

**Tabulation Of Proxies and Ballots
Annual Meeting - May 3, 1989**

Vote By Class

<u>Class Of Stock</u>	<u>Total Votes Available</u>	<u>Proposal to Migrate Company's State of Incorporation From Maine to Idaho</u>			<u>Total</u>
		<u>For</u>	<u>Against</u>	<u>Abstain</u>	
Common	33,977,000	23,098,648	224,255	3,729,567	27,052,470
4% Preferred	3,806,080	2,607,320	31,260	217,000	2,855,580
7.68% Serial Preferred	150,000	120,374	9,105	8,056	137,535
9.50% Serial Preferred	250,000	173,537	465	25,472	199,474
Total	38,183,080	25,999,879	265,085	3,980,095	30,245,059

EXHIBIT C

IDAHO POWER MIGRATING CORPORATION

SHAREHOLDER VOTE

SPECIAL SHAREHOLDER MEETING

APRIL 20, 1989

Proposal to merge with Idaho Power Company in allowing Idaho Power to migrate from Maine to Idaho

<u>Class of Stock</u>	<u>Total Votes Available</u>	<u>Against</u>	<u>For</u>
Common	100	-0-	100