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SECRETARY OF  
STATE

# STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copy of Amended Articles of Incorporation of THE WASHINGTON WATER POWER COMPANY, as received and filed in this office on May 31, 1978.

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

June 15, 1978

*Bruce K. Chapman*

BRUCE K. CHAPMAN  
SECRETARY OF STATE



# STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,  
hereby certify that

AMENDED  
**ARTICLES OF INCORPORATION**

of THE WASHINGTON WATER POWER COMPANY  
a domestic corporation of Spokane, Washington,  
(Deleting Subdivision (n) of Article Third)

was filed for record in this office on this date, and I further certify that such Articles remain  
on file in this office.

Filed at request of Paine, Lowe, Coffin,  
Herman & O'Kelly, Attys. At Law  
1400 Wash. Trust Financial Center  
Spokane, WA 99204  
Attn: Alan P. O'Kelly

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1432

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In witness whereof I have signed and have  
affixed the seal of the State of Washington to  
this certificate at Olympia, the State Capitol,  
May 31, 1978

**BRUCE K. CHAPMAN**  
SECRETARY OF STATE

MAY 31 1978 *ac*

ARTICLES OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
THE WASHINGTON WATER POWER COMPANY

Articles of amendment of the articles of incorporation of The Washington Water Power Company are herein executed by said corporation pursuant to the provisions of Revised Code of Washington 23A.16.040 and 23A.16.050, as follows:

1. The name of the corporation is The Washington Water Power Company.

2. The Amendment to the Articles of Incorporation of said corporation is as follows:

The Articles of Incorporation and Restated Articles of Incorporation of the company are amended by deleting therefrom Subdivision (n) of Article Third thereof and substituting therefor Subdivision (n) of Article Third as shown on Exhibit A attached hereto and made a part hereof by this reference.

3. The date of the adoption of said amendment by the shareholders of said corporation is May 12, 1978.

4. The number of shares outstanding of said corporation is 7,982,429 shares. The number of shares entitled to vote on said amendment was 7,982,429.

5. The number of shares voted for and against said amendment, respectively, were as follows:

For amendment, 5,379,660 shares  
Against amendment, 564,430 shares.

DATED: May 18, 1978.

THE WASHINGTON WATER POWER COMPANY

By W. J. Satre  
President

By J. P. Buckley  
Secretary

STATE OF WASHINGTON )  
                              : ss.  
County of Spokane     )

W. J. Satre, being duly sworn, deposes and says that he is the President of The Washington Water Power Company, the corporation named in the foregoing document, that he signed said document as the President of said company and that the statements contained therein are true.

W. J. Satre  
W. J. Satre

SUBSCRIBED AND SWORN to before me this 22<sup>d</sup> day of May, 1978.

[Signature]  
Notary Public in and for the State  
of Washington, Residing at Spokane.

EXHIBIT A

(n) No holder of any stock of the Corporation shall be entitled as of right to purchase or subscribe for any part of any stock of the Corporation authorized herein or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation or of any bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation but any stock authorized herein or any such additional authorized issue of any stock or of securities convertible into stock may be issued and disposed of by the Board of Directors to such persons, firms, corporations or associations upon such terms and conditions as the Board of Directors in their discretion may determine without offering any thereof on the same terms or any terms to the stockholders then of record or to any class of stockholders.