



CERTIFICATE OF INCORPORATION
OF

NORTHYDRO, 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 _____

NORTHYDRO, 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: *May 28, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
NORTHYDRO, INC.

We, the undersigned, incorporators for the purpose of forming a corporation under and pursuant to Title 30, Chapter 1 of the Idaho Code do hereby certify the following:

I

The name of this corporation shall be:

NYRTHYDRO, INC.
NORTHYDRO

II

The duration of this corporation shall be perpetual.

III

The corporation is being formed for the following purposes: To carry on the general business of the manufacture, generation, transmission, distribution, and sale of electric current to towns, cities, utility companies, power companies, corporations, and to the public in general, for heating, lighting, and power purposes, and for the carrying on of all business incident thereto; to acquire, design, construct, erect, purchase, lease and deal generally in and with plants, buildings, structures, works, machinery, supplies, apparatus, equipment and transmission and distribution lines or systems necessary, convenient, or useful for carrying out and accomplishing any of the foregoing purposes; to acquire and hold water and flowage rights, and to acquire, lease, hold or occupy lands, or easements therein; to acquire licenses, permits, or other documents from local, state or federal branches of government necessary to carry on said purposes. It shall have unlimited power to engage in, and to do any lawful act concerning any and all lawful business for which corporations may be organized under the Idaho Code.

IV

The location and post office address of the registered office of this corporation in the State of Idaho shall be 2005

Ironwood Parkway, Suite 141, Coeur d'Alene, Idaho 83814, and its registered agent at that address is Richard W. Kochansky.

V

The aggregate number of shares which this corporation shall have authority to issue is 2500 shares, with a par value of \$100.00 per share, having an aggregate par value of \$250,000.00 which shall be known as common stock. This stock, to the extent possible, shall be issued pursuant to the provisions of Sec. 1244 of the Internal Revenue Code.

VI

The names and post office addresses of the incorporators are:

Richard W. Kochansky
2005 Ironwood Parkway
Suite 141
Coeur d'Alene, ID 83814

VII

The names and post office addresses of the first Board of Directors are as follows:

Richard W. Kochansky
2005 Ironwood Parkway
Suite 141
Coeur d'Alene, ID 83814

Bruce Grachal
E. 151 Prairie Avenue
Post Falls, ID 83854

Darius Ruen
4411 Laurel Avenue
Coeur d'Alene, ID 83814

Thomas Yeager
739 North Second
Coeur d'Alene, ID 83814

whose terms of office shall continue until the first annual meeting of the shareholders, or until their successors are duly elected and have qualified.

VIII

All or any portion of these Articles of Incorporation may be amended by the affirmative vote of the holders of a majority of the stock entitled to vote.

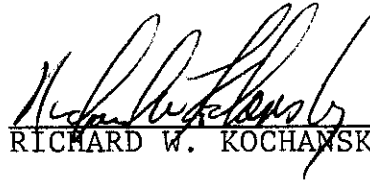
IX

The management of this corporation shall be vested in a Board of Directors consisting of not less than one or more than five Directors to be elected at the annual meeting of this corporation.

X

The officers of this corporation shall consist of a President, Vice-President, Secretary and Treasurer, and any two of the offices, except those of President and Secretary, may be held by the same person.

IN TESTIMONY WHEREOF, we have hereunto set our hands at the places indicated on the _____ day of _____, 1982.



RICHARD W. KOCHANSKY

STATE OF IDAHO)
) ss.
County of Kootenai)

On this _____ day of _____, 1982, before me a Notary Public within and for said County, personally appeared RICHARD W. KOCHANSKY to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

NOTARY PUBLIC in and for the State
of Idaho, residing at _____.