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ARTICLES OF INCORPORATION OF
ICP, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is ICP, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 2,000 shares of one class of common stock. The par value of said stock shall be \$1,000.00 per share.

FIFTH: Provisions for the regulation of the internal affairs of the corporation shall be governed by By-Laws adopted by the corporation.

SIXTH: The address of the initial registered office of the corporation is Idaho County Light & Power Association, Inc., Highway 13, Grangeville, ID 83530, and the name of its initial registered agent at such address is Jay G. Eimers.

SEVENTH: The number of directors constituting the initial board of directors of the corporation shall be not less than three nor more than seven.

EIGHTH: The name and address of each incorporator is:

Jay G. Eimers, Highway 13, Grangeville, ID 83530


IDAHO SECRETARY OF STATE
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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho as aforementioned, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 29th day of October, 2002.

ICP, INC.



JAY G. EIMERS