

ARTICLES OF INCORPORATION.

OF

BEAVER RIVER POWER & LIGHT COMPANY.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Nevada, and we do hereby certify:

First

The name of this corporation is BEAVER RIVER POWER & LIGHT COMPANY.

Second

Its principal office or place of business in the State of Nevada is to be located in the Journal Building at Reno, Washoe County, Nevada, or at such other place or places as may be designated by the Board of Directors or Stockholders in accordance with law.

Third

The nature of the business and the objects and purposes to be transacted, promoted and carried on are:

To purchase, acquire, generate, store, use, transmit, distribute, and sell or otherwise dispose of any and all types of electric current for use for lighting, heating, power and any and all other purposes for which it may be used.

To purchase, acquire, produce, manufacture, store, use, transmit, distribute, and sell or otherwise dispose of gas, either natural or artificial, for use for lighting, heating, power and any and all other purposes for which it may be used.

To purchase, acquire, store, use, transmit, distribute and sell, or otherwise, dispose of water for use for domestic, agricultural, manufacturing and any and all other purposes for which it may be used.

To manufacture, purchase, lease, or acquire in any lawful manner, and to operate, maintain, hold or mortgage, pledge, sell transfer or in any manner dispose of and to deal and trade in all property, appurtenances, supplies, and things required for, or capable of being used in any way in connection with the carrying on of the business of the company, and in the sale and employment of any of its service or products.

To deal and trade in, purchase, construct, acquire, own, operate, maintain, lease, mortgage, hypothecate, sell, transfer, or in any manner dispose of any and all lands, mines, wells, factories, plants, water rights, easements, franchises, privileges and property of whatsoever kind adapted for, or used in connection with the carrying on of any one or more of the kinds of business, purposes, objects, or operations herein mentioned.

To acquire, by purchase, subscription, or otherwise, and to hold for investment or otherwise to use, sell, pledge, transfer, or dispose of, and to deal and trade in stock, bonds and other obligations of any other corporations of whatsoever kind, or of any individuals or associations of individuals, particularly including any corporations or individuals formed for or then or theretofore engaged in pursuing any one or more of the kinds of business, purposes, objects, or operations herein mentioned, or owning or holding any property of any kind herein mentioned, and any corporation or individual holding the stocks or obligations of any such corporation or individual; to aid in any manner any corporation or individual whose stock, bonds or other obligations are held, or are in any manner guaranteed by the company, and to do any other acts, or things for the preservation, promotion, improvement, or enhancement of the value of any such stock, bonds or other obligations, and to do any acts or things designed for any such purpose; and while the owner of any such stock, bonds or other obligations to exercise all the rights, powers, and privileges of ownership thereof and to exercise any and all voting powers thereon.

To apply for, obtain, register, purchase, lease or otherwise to acquire; and to hold, use, own, operate and introduce and to sell, assign, or otherwise to dispose of any trade-marks or trade names, patents, inventions, improvements and processes used in connection with, or secured under, letters patent of the United States, or elsewhere or otherwise; and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any such trade-marks, patents, licenses, processes and the like, or any such property or rights.

To construct, purchase, lease, acquire, own, operate, maintain, mortgage, hypothecate, sell, transfer, or in any manner dispose of any and all property, real or personal, tangible or intangible, without limit as to amount and without restriction as to location or situation, which in the judgment of the directors may be necessary or desirable for the purpose of carrying on the business of the company.

To go into voluntary liquidation whenever the holders of a majority of its outstanding shares of capital stock shall elect so to do; and in the course of such voluntary liquidation to distribute in kind any net assets available for distribution, without being required to reduce the same to cash, save to such extent as may be necessary to render an equitable distribution possible.

To purchase, hold, cancel and reissue the shares of its capital stock.

Without restriction, to have offices and to carry on and conduct all, or any part of, its business and promote its objects in any other state, the District of Columbia, the territories, districts, dependencies, and colonies of the United States and in foreign countries, and to utilize and dispose of its property, privileges and franchises in such manner as its directors may from time to time elect.

Without in any particular limiting any of the objects and powers of this corporation, it is hereby expressly declared and provided that the corporation shall have power to borrow money, and issue bonds and other obligations, in payment for property purchased or acquired by it, or for any other object in or about its business; to mortgage or pledge any stock, bonds or other obligations, or any property which may be acquired by it, to secure any bonds or other obligations by it issued, or incurred; to guarantee any dividends or bonds or contracts or other obligations; to make and perform contracts of any kind and description; and, in carrying on its business or for the purpose of attaining or furthering any of its objects, to do any and all other acts and things and to exercise any and all other powers which a co-partnership or natural person could do or exercise and which now or hereafter may be authorized by law, and to do so as principals, agents, contractors, trustees, or otherwise and either alone or in company with others.

In general, to do all and everything which is suitable, convenient, necessary or proper for the accomplishment of any and all of the purposes herein enumerated, or which is incidental to or part of any and all of the powers conferred on this corporation; and to carry on any other business in connection therewith, whether manufacturing or otherwise not contrary to the laws of the State of Nevada, and with all the powers conferred upon corporations by the laws of the state of Nevada.

Fourth

The capital stock of this corporation shall be One Hundred Thousand (100,000) Dollars divided into One Hundred Thousand (100,000) shares of the par value of One (1) Dollar each. The amount of the subscribed capital stock with which it will commence business is One Thousand (1,000) dollars, being One Thousand (1,000) shares of the par value of One (1) Dollar, none of which is actually paid up.

Fifth

The names of each of the original subscribers to the capital stock and the amount subscribed by each are as follows:

<u>Name</u>	<u>Amount</u>	<u>No. of Shares.</u>
H. R. Waldo	\$200.00	200 shares
George F. Halliday	200.00	200 shares
O.P.M. Biersach	200.00	200 shares
E. P. Bacon	200.00	200 shares
H. V. Hoyt	200.00	200 shares.

Sixth

The period of duration of this corporation is unlimited and its existence shall be perpetual.

Seventh

The members of the governing board of this corporation shall be styled "directors" and the number of such directors shall be five.

Eighth.

The capital stock after the amount of subscription price or par value has been paid in, or it has been issued in accordance with law as fully paid, shall not be subject to assessment for any purpose whatever, and the same shall be forever non-assessable.

Ninth

No stockholders shall have the right to cumulate the votes which he is entitled to cast at any election and give one candidate as many votes as the number of directors multiplied by the number of the shares shall equal, or distribute them on the same principle among as many candidates as he shall think fit, but each stockholder shall only be entitled to one vote for each candidate to be elected for each share of stock owned by him which he is entitled to vote for such candidate.

Both stockholders and directors meetings, if the by-laws so provide, may be held within or without the State of Nevada, at such place or places as may be designated in the by-laws or otherwise in accordance with law; and the corporation may keep its books and records or any part thereof at any one or more of its offices, whether within or without the State of Nevada, as may be designated by the Board of Directors, but there shall always be kept at the principal office in Nevada such books and records as are required by law to be kept at such offices.

In furtherance and not in limitation of the powers conferred by statute and by the by-laws, the Board of Directors are expressly authorized;

(a) To determine from time to time whether, and if allowed, to what extent and under what conditions and regulations, the accounts, books and records of the corporation (other than the stock and transfer books,) or any of them, shall be open to the inspection of the stockholders; and no stockholders shall have any right of inspecting any account or book or document of this corporation, except as conferred by statute or authorized by the by-laws, or by resolution of the stockholders or directors.

(b) To make, alter, amend, and repeal the by-laws, of the company; and to fix the amount to be reserved as working capital.

(c) To borrow money on the credit of this corporation without limit as to amount, and authorize and cause to be executed notes, bonds, debentures, or other evidences of indebtedness; to authorize and cause to be executed mortgages and liens without limit as to amount upon the property and franchises of this corporation; and for such considerations and upon such terms as it may deem proper to authorize, and cause to be executed deeds, leases, and other conveyances of all or any part of the property of the corporation.

(d) By resolution passed by a majority vote of the whole board to designate two or more of their number as an executive committee, which committee shall, for the time being, as provided in said resolution or in the by-laws, have and exercise any and all the powers of the Board of Directors in the management of the business and affairs of the company, and shall have power to authorize the seal of the company to be affixed to all papers which may require it.

The Board of Directors and executive or other committee designated by the Board, in addition to the power to act in the usual manner, at a meeting, shall, except as otherwise provided by law, have power to act by resolution in writing signed by all the members of the body desiring to take action, which shall be and constitute action by such body to the effect therein expressed to the same extent and with the same force and effect as if the same had been passed at a duly convened meeting, and it shall be the duty of the secretary of the company to record such resolution in the minute book of the company under its proper date.

The company may use and apply its surplus earnings or accumulated profits to the purchase or acquisition of property and to the purchase or acquisition of its own capital stock, bonds, or other obligations, from time to time, to such extent and in such manner and upon such terms as its board of directors shall determine; and neither the property nor the capital stock, bonds or other obligations, so acquired, shall be regarded as profits for the purpose of the declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors. Shares of stock, bonds, and other obligations so acquired may be resold at the discretion of the Board of Directors.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statutes of the State of Nevada.

IN WITNESS WHEREOF, we have hereunto set our hands
and seals this 30th day of April, 1914.

H. V. Hoyt (SEAL)

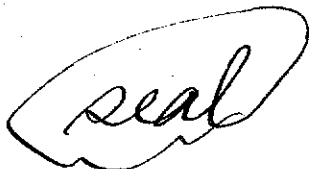
O. P. M. Bierbach (SEAL)

E. P. Bacon (SEAL)

STATE OF IDAHO,)
County of Ada.) ss.

Before me, Chas. W. Mack, a Notary Public in and
for the County and State aforesaid, duly authorized to take
acknowledgements of deeds and other instruments in writing,
personally appeared H. V. Hoyt, E. P. Bacon and O. P. M. Bier-
sach, known to me to be the persons who executed the within
instrument, and acknowledged to me that they executed the same
freely and voluntarily and for the uses and purposes therein
mentioned.

IN WITNESS WHEREOF I have hereunto set my hand and
affixed my notarial seal this 30th day of April, 1914.

A circular notary seal with the word "seal" written inside in a cursive script.

Chas. W. Mack
Notary Public

My Commission expires July 11, 1915

State of Nevada)
County of Washoe.) ss

I, W. A. FOGG, County Clerk and ex-officio Clerk of the Second Judicial District Court of the State of Nevada, in and for Washoe County, said Court being a Court of Record, having common law jurisdiction, and a Clerk and a Seal, do hereby certify that the foregoing is a full, true and correct copy of the original Articles of Incorporation of the "BEAVER RIVER POWER & LIGHT COMPANY" which now remains on file and recorded in my office at Reno, in said County.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Seal of Washoe County at Reno, this 2nd day of May A.D. 1914.

(SEAL)

W. A. FOGG,
Clerk.

By S. R. Pippett, Deputy

Endorsed: Filed May 4, 1914. George Brodigan, Secretary of State. By J. W. Legate, Deputy.

State of Idaho,)
COUNTY OF ADA,) ss.

CERTIFICATE

I, STEPHEN UTTER, Ex-Officio Recorder in and for Ada County, State of Idaho, do hereby certify that the annexed is a full, true and correct copy of certain Articles of Incorporation of the

Beaver River Power & Light Company

Numbered *1727* as the same appears in my office.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal this *13th* day of *May* 191*4*

By *Almy Fouch* Deputy.

Stephen Utter
Ex-Officio Recorder.

T H E S T A T E O F N E V A D A

D E P A R T M E N T O F S T A T E .

I GEORGE BRODIGAN the duly elected, qualified and acting
Secretary of State of the State of Nevada, do hereby certify that
the annexed is a true, full and correct transcript of the
certified copy of the original Articles of Incorporation of
BEAVER RIVER POWER & LIGHT COMPANY

As the same appears on file and of record in this office

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed the Great Seal of State, at my office in
Carson City, Nevada, this 4th day of May A.D.1914.,

Great
Seal
of the
State of
Nevada.

Geo Brodigan

Secretary of State.

By J W Legate
Deputy.,