

**CERTIFICATE OF INCORPORATION
OF**

AMERICAN HYDROPOWER, 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 the above named corporation, 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 29, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Gabela*

9/25/90

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OF

AMERICAN HYDROPOWER, INC.

We, the undersigned natural persons, over the age of eighteen (18) years, acting as incorporators of a corporation under the Business Corporation Act of the State of Idaho, adopt the following Articles of Incorporation for such corporation.

ARTICLE 1

NAME

The name of the corporation is AMERICAN HYDROPOWER, INC.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSES

The purpose or purposes for which the corporation is organized are:

A. To directly or indirectly participate in the acquisition, development, construction, sale, leasing and/or operation of hydroelectric power plants;

B. To borrow money and contract debts, when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and

evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful objects;

C. To conduct business, have one or more offices, and hold, purchase, sell or otherwise dispose of, mortgage, or convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries;

D. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation or any amendment thereof.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue shall be 10,000 common shares, no par value. All shares issued by the corporation shall be fully paid and nonassessable and shall have equal rights.

Dividends may be paid upon the common shares as and when declared by the Board of Directors out of any funds legally available therefor.

In the event of any liquidation, dissolution or winding up of the affairs of the corporation, the holders of the common shares shall be entitled to share ratably in all assets then remaining for distribution to the shareholders.

ARTICLE V

MINIMUM PAID-IN CAPITAL

The corporation will not commence business until consideration of the value of at least \$1,000 has been received for the issuance of shares.

ARTICLE VI

DIRECTORS

The corporation shall have a minimum of one (1) and a maximum number of directors as shall be set by the Bylaws of the corporation. Until his successors are duly elected and qualified, the original directors shall be the following:

David B. Van Otten	P.O. Box 3100 113 Eisenhower Street Bonners Ferry, Idaho 83805
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E. Farley Eskelson	1993 South 1700 East Salt Lake City, Utah 84108
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ARTICLE VII

LIMITATION OF LIABILITY OF DIRECTORS

No director shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty.

ARTICLE VIII

PREEMPTIVE RIGHTS; CUMULATIVE VOTING

A. The corporation shall have the right to purchase its own shares to the extent of its unreserved and unrestricted earned surplus and also to the extent of its unreserved and unrestricted capital surplus.

B. The Board of Directors of the corporation may designate such committee or committees as it determines in accordance with law to exercise such authority as the Board of Directors shall delegate in the resolution designating such committee or committees.

C. The shareholders shall not have preemptive rights to acquire additional securities of the corporation; and there shall be no cumulative voting by shareholders at any election of directors of the corporation.

ARTICLE IX

REGISTERED AGENT

The initial registered agent of the corporation shall be David B. Van Otten and the address of the initial registered office of the corporation shall be P.O. Box 3100, 113 Eisenhower Street, Bonners Ferry, Idaho 83805.

ARTICLE X

The incorporators of the corporation are the following:

David B. Van Otten	P.O. Box 3100 113 Eisenhower Street Bonners Ferry, Idaho 83805
E. Farley Eskelson	1993 South 1700 East Salt Lake City, Utah 84108

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify its officers, directors, agents, incorporators and other persons against liabilities incurred by them that result from their acts that are performed in furtherance of the business of the corporation to the full extent now or hereafter permitted by the laws of the State of Idaho.

IN WITNESS WHEREOF, the above-named incorporators have executed these Articles of Incorporation this 25th day of May, 1990.



DAVID B. VAN OTTEN



E. FARLEY ESKELSON

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

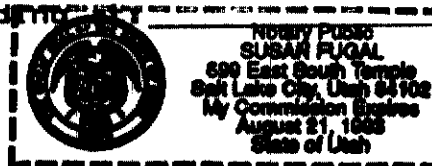
I, a Notary Public, hereby certify that on the ____ day of May, 1990, personally appeared before me David B. Van Otten and E. Farley Eskelson, who being by me first duly sworn, severally declared that they are the persons who signed the

foregoing Articles of Incorporation as incorporators, and that the statements therein contained are true.

Susan Fugal
Notary Public

Residing at:

My Commission Expires:



ACKNOWLEDGEMENT

The undersigned, David B. Van Otten, acknowledges his appointment as agent for service of process for American Hydropower, Inc.

DATED this _____ day of May, 1990.

David B. Van Otten
DAVID B. VAN OTTEN

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On this _____ day of May, 1990, personally appeared before me David B. Van Otten, the signer of the foregoing instrument, who duly acknowledged to me that he executed the same.

Susan Fugal
Notary Public

Residing at:

My Commission Expires:

ARTICLE 1

