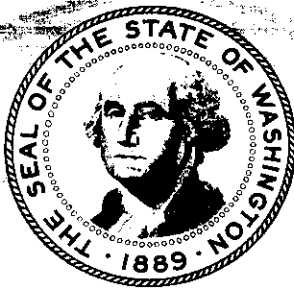


United States of America
State of Washington

DEPARTMENT



OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I, **Victor A. Meyers** *Secretary of State of the*
State of Washington and custodian of the Seal of said State, do hereby
certify that the annexed is a true and correct copy of the Amended Articles
of Incorporation of THE WASHINGTON WATER POWER CO., as received and filed in
this office on May 12, 1964; and I further certify that THE WASHINGTON WATER
POWER CO. is in good standing with all annual license fees paid to July 1,
1964.

In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the State of
Washington. Done at the Capitol, at Olympia,
this 12th day of May A.D. 1964
Victor A. Meyers
Secretary of State

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
THE WASHINGTON WATER POWER COMPANY

The undersigned, G. M. BRUNZELL and R. D. YEOMANS, hereby certify that:

1. They are respectively President and Secretary of The Washington Water Power Company (the "Company"), a corporation organized and existing under the laws of the State of Washington.
2. The regular Annual Meeting of Stockholders of the Company was duly held in accordance with the requirements of law and the By-Laws of the Company on May 8, 1964, at the offices of the Company, East 1411 Mission Avenue, Spokane, Washington.
3. At said meeting the adoption of the following resolutions was duly moved and seconded:

"RESOLVED that the Articles of Incorporation of the Company are hereby amended by deleting therefrom that portion of the first paragraph of Article THIRD thereof which reads as follows:

'THIRD: The amount of the total authorized capital stock of the Corporation shall consist of:

1. 5,000,000 shares of Common Stock without nominal or par value;'

and substituting therefor the following:

'THIRD: The amount of the total authorized capital stock of the Corporation shall consist of 10,000,000 shares of Common Stock without nominal or par value.'"

"RESOLVED that the Articles of Incorporation of the Company are hereby amended by:

- (a) deleting therefrom all of the remainder of Article THIRD thereof following the provision added by substitution in the foregoing resolution and substituting therefor the following:

'The amount of capital with which the Corporation will begin to carry on business hereunder shall be FIVE MILLION FIVE HUNDRED DOLLARS (\$5,000,500).

'Each holder of record of Common Stock shall be entitled to vote. At every meeting of stockholders, each holder of stock entitled to vote thereat shall be entitled to one vote for each share of such stock held by him and recorded in his name on the record date for such meeting, and may vote and otherwise act in person or by proxy, provided, however, that in elections for directors there shall be cumulative voting so that each such stockholder, in person or by proxy, shall have as many votes as shall equal the number of shares of such stock recorded in his name as set forth above multiplied by the number of directors to be elected, and such stockholder may cast all such votes for one candidate or distribute such votes among such candidates as he shall desire.

'Upon the vote of a majority of all of the directors of the Corporation and of the holders of record of two-thirds of the total number of shares of the Corporation then issued and outstanding and entitled to vote (or, if the vote

of a larger number or different proportion of shares is required by the laws of the State of Washington, notwithstanding the above agreement of the stockholders of the Corporation to the contrary, then upon the vote of the holders of record of the larger number or different proportion of shares so required) the Corporation may from time to time create or authorize one or more other classes of stock with such preferences, designations, rights, privileges, powers, restrictions, limitations and qualifications as may be determined by said vote, which may be the same or different from the preferences, designations, rights, privileges, powers, restrictions, limitations and qualifications of the classes of stock of the Corporation then authorized and/or the Corporation may increase or decrease the number of shares of one or more of the classes of stock then authorized.

'All stock of the Corporation without nominal or par value whether authorized herein or upon subsequent increases of capital stock or pursuant to any amendment hereof may be issued, sold and disposed of by the Corporation from time to time for such consideration in labor, services, money or property as may be fixed from time to time by the Board of Directors and authority to the Board of Directors so to fix such consideration is hereby granted by the stockholders. The consideration received by the Corporation from the issuance and sale of new or additional shares of Capital Stock without par value shall be entered in the capital stock account.

'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; provided, however, that if the Board of Directors shall determine to offer any new or additional shares of common stock or any securities convertible into such stock, for money, other than by a public offering of all of such shares, or an offering of all of such shares to or through underwriters or investment bankers who shall have agreed promptly to make a public offering of such shares, the same shall first be offered pro rata to the holders of the then outstanding shares of Common Stock of the Corporation upon terms not less favorable to them than the terms on which the Board of Directors authorizes the issue and disposal of such Common Stock or securities to other than such holders of the Common Stock of the Corporation, provided that reasonable underwriting compensation may be paid for the underwriting of any such issue of such stock; and provided, further, that the time within which such preemptive rights shall be exercised may be limited by the Board of Directors to such time as may seem proper to said Board, not less, however, than twenty days after mailing of notice to such holders that such stock rights are available and may be exercised by them; and provided, further, that such preemptive rights shall not apply to the granting of options to purchase, or to offerings for sale of, shares of the Common Stock of the Corporation to officers and employees of the Corporation or any corporation the voting stock of which the Corporation owns in excess of fifty per centum (50%).'

- (b) deleting from the eighth and final paragraph of Article SEVENTH thereof the following:

' , (b) the amounts which the holders of outstanding \$6 Preferred Stock are entitled to receive as dividends or in distribution of assets in preference to the holders of the Common Stock, all as set forth in Article THIRD hereof, shall not be decreased unless the holders of at least 90% of the then outstanding \$6 Preferred Stock consent in writing to or vote for such decrease; and (c) the percentage of the shares of outstanding \$6 Preferred Stock required in Article THIRD hereof to consent to the creation of any new class of stock entitled to dividends or shares in distribution of assets in priority to the \$6 Preferred Stock, shall not be reduced unless the stockholders consenting in writing to, or voting for, said reduction, shall include, in the case of a written consent, the holders of at least two-thirds of all the shares of the then outstanding \$6 Preferred Stock, or in the case of a vote, the holders of not less than two-thirds of the number of shares of the \$6 Preferred Stock voted at the meeting at which said vote is cast . '

and inserting a period after the word 'considered' which immediately precedes the words deleted.

4. The notice of said meeting included notice that among the purposes of the meeting would be to consider and act upon proposals to amend the Restated Articles of Incorporation of the Company in the manner set forth in said resolutions.
5. At said meeting said resolutions were duly adopted by the vote of the holders of at least two-thirds of the voting power of

all shareholders of the Company.

IN WITNESS WHEREOF, we have hereunto signed our names this
8th day of May, 1964.

(SEAL)

s/ G. M. Brunzell
President

s/ R. D. Yeomans
Secretary

STATE OF WASHINGTON)
 :
COUNTY OF SPOKANE)

G. M. BRUNZELL and R. D. YEOMANS, each being duly sworn,
depose and say that they are the President and Secretary, respec-
tively, of THE WASHINGTON WATER POWER COMPANY, the corporation
named in the foregoing document; that they signed said document
as the President and Secretary, respectively, of said Company; and
that the statements contained therein are true.

s/ G. M. Brunzell

s/ R. D. Yeomans

Subscribed and sworn to before me this 8th day of May, 1964.

(SEAL)

s/ Alan P. O'Kelly
Notary Public in and for
the State of Washington