



CERTIFICATE OF INCORPORATION  
OF

*H.E.E.D. CO., INC.*

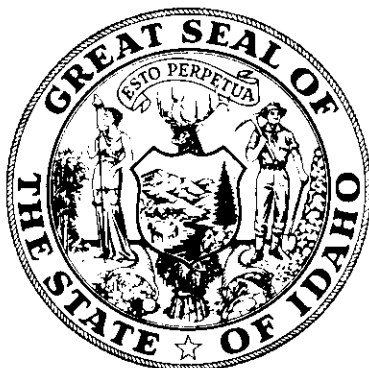
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

*H.E.E.D. CO., 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: *February 16, 1983*



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF  
H.E.E.D. CO., INC.

83 FEB 16 AM 10:26  
SECRETARY OF  
STATE

We, the undersigned natural persons of the age of 20 years or more, acting as incorporators of a corporation under the Idaho Business Corporations Act (hereinafter referred to as the "Act"), adopt the following Articles of Incorporation for such corporation.

ARTICLE I

Name. The name of the Corporation (hereinafter called "Corporation") is H.E.E.D. CO., INC.

ARTICLE II

Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers. The purposes and the powers for which the corporation is organized are as follows:

Section 1. To engage in all activities connected with Hydro Electric Energy and related products and to pursue any or all other avenues which the Board of Directors may deem advisable.

To purchase, lease, rent, contract or otherwise control land, equipment or other assets necessary to the goals of this corporation as may be outlined from time to time by the Board of Directors, or Officers of the Corporation.

To devise and inaugurate procedures and engage in any business endeavors which the Board of Directors or Corporate Officers may decide to pursue except those activities which may be forbidden by the Act.

Section 2. To purchase or otherwise acquire the whole or any part of the securities, good will, rights, property and assets of all kinds and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, quarantees, liabilities and obligations of any person, corporation, association, partnership, syndicate, entity or governmental, municipal or public authority, and to pay for the same in cash, shares, capital stock, bonds, debentures, debenture stock notes

and other securities of the corporation or otherwise or by undertaking and assuming the whole or any part of the liabilities or obligation as the transferor and to hold or in any manner dispose of the whole or any part of the property and assets so acquired and to exercise all powers necessary or convenient in and about the conduct, management and carrying on of any such business.

#### ARTICLE IV

##### Initial Registered Office and Initial Registered Agent.

Section 1. Registered Office. The address of the initial registered office of the corporation is 1578 Princeton Drive, Twin Falls, Idaho, 83301.

Section 2. Registered Agent. The name of the initial registered agent of the corporation at such address is Kerry Collins.

#### ARTICLE V

##### Directors.

Section 1. Initial Board of Directors. The initial Board of Directors of the corporation shall consist of three members and their respective names and addresses are:

<u>NAME</u>	<u>ADDRESS</u>
J. Robert Bonnemort	1225 E. Ft. Union Blvd. Midvale, Utah 84047
Thomas M. Lloyd	1225 E. Ft. Union Blvd. Midvale, Utah 84047
Kerry C. Collins	1578 Princeton Dr. Twin Falls, Idaho 83301

which directors shall hold office until the first meeting of the shareholders of the corporation and until their successors shall have been elected and qualified.

Section 2. Subsequent Board of Directors. At the first meeting of the shareholders of the corporation and at each annual meeting thereafter, the shareholders shall elect directors to hold office until the next succeeding annual meeting of the shareholders. Each director so elected shall hold office for the term for which he is elected and until his successor shall have been elected and qualified. Directors need not be a resident of the State of Idaho or shareholders of the corporation.

ARTICLE VI

The name of each incorporator and their addresses are:

<u>NAME</u>	<u>ADDRESS</u>
J. Robert Bonnemort	1225 E. Ft. Union Blvd. Midvale, Utah, 84047
Thomas M. Lloyd	1225 E. Ft. Union Blvd. Midvale, Utah 84047
Kerry C. Collins	1578 Princeton Dr. Twin Falls, Idaho 83301

ARTICLE VII

Section 1. Shares of Stock. Thirty Thousand shares authorized par  
One dollar (\$1.00) value per share.

J Robert Bonnemort

J. Robert Bonnemort

Thomas M Lloyd

Thomas M. Lloyd

Kerry C Collins

Kerry C. Collins

STATE OF IDAHO )  
 ) SS.  
County of Blaine

I hereby certify that on the 14 day of February, 19 83  
personally appeared before me, a Notary Public, Kerry C.  
Collins who being by me duly sworn, declared that he is  
the person who signed the foregoing document as incorporator, and that  
the statements contained therein are true.

Kerry C Collins

Notary Public

Residing at:

My commission expires:

STATE OF UTAH )  
 ) SS.  
County of SALT LAKE

I hereby certify that on the 11 day of February, 19 83,  
personally appeared before me, a Notary Public, J. Robert Bonnemort,  
Thomas M. Lloyd, who being by me duly sworn, declared  
that they are the persons who signed the foregoing document as incorp-  
ators, and that the statements conatined therein are true.

Doranne M. Haylo

Notary Public

Residing at:

My Commission expires: 9-2-86