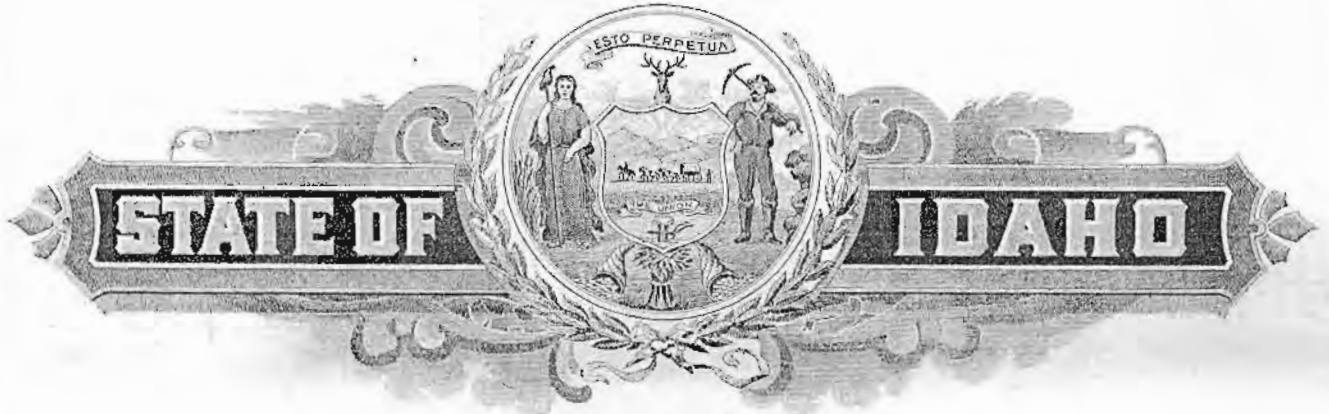


CERTIFICATE OF CERTIFIED COPY



DEPARTMENT OF STATE

I, ROBERT LANSDON, Secretary of State of the State of Idaho, do hereby certify that the annexed is a full, true and complete transcript of a Certified Copy of Articles of Incorporation of _____

"IDAHO WATER AND ELECTRIC POWER COMPANY"

Which was filed in this office the Seventeenth day of May A. D. 1907 and admitted to record.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this EIGHTH day

Rathdrum, Idaho, June 29, 1908.

State of Idaho }
County of Kootenai } ss.

I T. L. Quarles, county recorder in and for the county aforesaid do hereby certify that the Articles of Incorporation of the Idaho Water & Electric Power Co. were filed in this office on May 15, 1907. and a copy of the articles duly certified to on the same date, May 15, and that said certificate, if dated correctly, should bear date of May 15, and not March 15.

T L Quarles
Co Recorder

(SEAL)

By D E Danby
Deputy

RECORDED
INDEXED
JUN 30 1908

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ARTICLES OF INCORPORATION

OF

IDAHO WATER AND ELECTRIC POWER COMPANY.

We, J. L. McClear, P. J. Scallon and Maude Thornton, residents of the State of Idaho, for the purpose of forming a corporation under the laws of said State, do hereby make and subscribe the following articles of incorporation :

I.

The name of the corporation shall be "IDAHO WATER AND ELECTRIC POWER COMPANY."

II.

The purposes for which said corporation is formed are:-
To locate, construct and maintain dams and all necessary works, fixtures and appurtenances for the storage of water, and to appropriate and use public waters for the purpose of developing water power for the generation and transmission of electrical energy and power; to sell, lease, furnish and supply water and electrical energy and power to individuals, corporations and municipalities upon such reasonable terms and conditions as may from time to time be established, and without discrimination; to acquire by any lawful means such property, real, personal or mixed, convenient for carrying out the purposes of the corporation as herein set forth, and to have and enjoy all such rights, privileges and immunities as have been, or may hereafter be, conferred upon corporations or individuals exercising or enjoying the rights and powers, or transacting the business herein mentioned; and, generally, to do and perform all such lawful acts and things as may be necessary or incident to the full and complete enjoyment of the same.

III.

The place where the principal business of said corporation is to be transacted is Coeur d'Alene, in the County of Kootenai, and State of Idaho.

IV.

The term for which said corporation is to exist is fifty (50) years.

V.

The number of directors of said corporation shall be three (3).

VI.

The amount of capital stock of said corporation shall be five hundred thousand dollars (\$500,000.00) divided into five thousand (5,000) shares of one hundred dollars (\$100.00) each. Of said capital stock there has been actually subscribed the amount of one hundred thousand dollars (\$100,000.00) as follows:

Name	Residence	Number of shares.
Charles G. Dawes	Evanston, Ill.,	997
J. L. McClear	Coeur d'Alene, Ida.	1
P. J. Scallon	Coeur d'Alene, Ida.	1,
Maude Thornton	Coeur d'Alene, Idaho,	1.

VII.

Meetings of the board of directors may be held at the principal office of the corporation in the State of Idaho, or at such other place or places, within or without said State, for the transaction of any business of the corporation as the directors may by resolution or by the bylaws provide.

VIII.

These articles of incorporation may be amended in any respect conformable to the laws of the State of Idaho, by a vote

representing at least a majority of the outstanding capital stock of said corporation, at a stockholders' meeting called for that purpose, as provided by Section 2588 of the Revised Statutes of Idaho of 1887, or in any other lawful manner.

IN WITNESS WHEREOF, we have hereunto subscribed our names this fourteenth day of May, A. D. 1907.

J. L. McClear

P. J. Scallon

Maude Thornton

State of Idaho,)
) SS
County of Kootenai)

On this 14th day of May, A. D. 1907, before me, George F. Steele, a notary public in and for the County and State aforesaid, personally appeared J. L. McClear, P. J. Scallon, and Maude Thornton, to me known to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

WITNESS my hand and notarial seal the day and year last aforesaid.

Geo F. Steele,

Notary Public for Kootenai County,
State of Idaho.

(Notarial Seal)

END ORSED:

Filed May 15, 1907, at 9.10 A.M.

T. L. Quarles,

County Recorder, Kootenai County, Idaho

ENDORSED:

State of Idaho,)
) SS
County of Kootenai)

I, T. L. Quarles, County Recorder in and for the County and State aforesaid, do hereby certify the within and foregoing to be a full, true and correct copy of the whole thereof, of Articles of Incorporation of Idaho Water and Electric Company, as the same appears of record in my office.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my official seal this 15th day of May, 1907.

T. L. Quarles,

County Recorder, Kootenai County, Idaho.

(SEAL)

Department of State, Secretary's Office, filed this 17th day of May, 1907, at 10 o'clock A.M. and recorded in Book "V" of Dom. Corp'n's on page 501 Records of the State of Idaho. Robert Lansdon, Secretary of State.

Copy of Articles of Incorporation of Idaho Water and Electric Power Company.

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Certified Copy of Articles of
Incorporation of the
State of Utah, in the
Name of the
Dover Company

FILED 20th DAY

OF July 1908

J. H. [Signature]
SECRETARY OF STATE.

Handwritten: J. S. Kennedy
Handwritten: Book

STATEMENT OF THE
IDAHO WATER AND ELECTRIC POWER COMPANY.

To be filed in the office of the Secretary of State of the State of Montana and in the office of the County Clerk of the County of Missoula, in said State, under Section 4416 of the Revised Codes of the State of Montana, for 1907.

I

Name: IDAHO WATER AND ELECTRIC POWER COMPANY.

Location of its principal office or place of business without this State: COEUR D'ALENE, Kootenai County, Idaho.

Location of its place of business or principal office within this State: MISSOULA, MONTANA.

II

Amount of Capital Stock: \$500,000.

III

Amount of its Capital Stock actually paid in in money: \$200,000.

IV

Amount of its Capital Stock paid in in any other way, and in what: The balance of its capital stock will be paid in, in cash, from time to time as required by the business and operations of the Company.

V

The amount of the assets of the Company is \$200,000. and upwards, and consists of lands, water rights and other property already acquired and conveyed to the company in the States of Idaho and

VI

The corporation has no liabilities or indebtedness.

The Idaho Water

State of Wisconsin

STATE OF WISCONSIN,)
COUNTY OF MILWAUKEE) SS.

E. W. ADAMS, SECRETARY of the Idaho Water and Electric Power Company, being duly sworn, deposes and says that the foregoing statement is true as he verily believes.

E. W. Adams

Subscribed and sworn to before me, this
A.D. 1909.

30th day of *June*

A. Rossback

Notary Public in and for said County and State, residing at Milwaukee therein.
my com. 4th Apr. Oct. 22 1911

STATE OF ILLINOIS,)
COUNTY OF COOK.) SS.

W. R. MORRISON, PRESIDENT of the Idaho Water and Electric Power Company, being duly sworn, deposes and says that the foregoing statement is true as he verily believes.

W. R. Morrison

Subscribed and sworn to before me, this
1909.

29th day of *July*, A.D.

W. Millard

Notary Public in and for said County and State, residing at _____ therein.

We hereby attest the foregoing statement, this
A. D. 1909.

2nd day of *July*

IDAHO WATER AND ELECTRIC POWER COMPANY.

The IDAHO WATER AND ELECTRIC POWER COMPANY, a corporation of the State of Idaho, hereby certifies that it has consented to be sued in the Courts of the State of Montana upon all causes of action arising against it in said State, and that service of process may be made upon HENRY C. STIFF, a citizen of the State of Montana, residing in the City of Missoula, Missoula County, Montana, and such service, when so made upon him, shall be valid service on said corporation.

IDAHO WATER AND ELECTRIC POWER COMPANY

by



President.

Attest:



Secretary.

IDAHO WATER AND ELECTRIC POWER CO.

Statement July , 1909

FILED 15th DAY
OF July 1909
A. M. Jordan
SECRETARY OF STATE.
O. W. Anderson
Asst. Secy

STATEMENT OF THE

IDAHO WATER AND ELECTRIC POWER COMPANY.

To be filed in the office of the Secretary of State of Montana and in the office of the County Clerk of the County of Missoula, in said State, under the provisions of the Act of the Legislature of the State of Montana, approved March 9th, 1901, as amended by Chapter 181 of the Laws of Montana for 1907, approved March 9th, A. D. 1907.

I.

Name: IDAHO WATER AND ELECTRIC POWER COMPANY.

Location of its principal office or place of business without this State: Coeur d'Alene, Kootenai County, Idaho.

Location of its place of business or principal office within this State: Missoula, Montana.

II.

Amount of capital stock: \$500,000.00.

III.

Amount of its capital stock actually paid in, in money: \$170,000.00.

IV.

Amount of its capital stock paid in in any other way, and in what: The balance of its capital stock will be paid in, in cash, from time to time as required by the business and operations of the company.

V.

and the actual cash value thereof exceeds \$170,000.00.

VI.

The corporation has no liabilities or indebtedness.

State of Idaho,)
)
County of Kootenai. (SS.

J. L. McClear, President, and Maude Thornton,
Secretary, of the Idaho Water and Electric Power Company, being
each severally duly sworn, doth depose and say that the foregoing
statement is true as they verily believe.

J. L. McClear
Maude Thornton

Subscribed and sworn to before me this 8th day of July, A. D.
1908.

Ernest Sargent
Notary Public in and for said
County and State, residing at
Coeur d'Alene therein.

We hereby attest the foregoing statement this 8 day of
July, A. D. 1908.

J. L. McClear
Maude Thornton
P. J. Seaton
Directors.

STATEMENT OF THE

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IDAHO WATER AND ELECTRIC
POWER COMPANY.

FILED 2018 DAY
OF July 1928
W. H. Glick
COMMISSIONER OF STATE

IDAHO WATER AND ELECTRIC POWER COMPANY.

The IDAHO WATER AND ELECTRIC POWER COMPANY, a corporation of the State of Idaho, hereby certifies that it has consented to be sued in the Courts of the State of Montana upon all causes of action arising against it in said State, and that service of process may be made upon HENRY C. STIFF, a citizen of the State of Montana, residing in the City of Missoula, Missoula County, Montana, and such service, when so made upon him, shall be valid service on said corporation.

IDAHO WATER AND ELECTRIC POWER COMPANY,

by

J. W. Clear
President.

Attest:-

Maudie Thorntony
Secretary.

I, HENRY C. STIFF, a citizen of the State of Montana, residing at Missoula in the County of Missoula, in said State, and the person designated as Agent of the Idaho Water and Electric Power Company in the foregoing certificate, do hereby consent to act as such Agent.

Dated this 10th day of July, A. D. 1908.

Henry C. Stiff

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DESIGNATION OF AGENT.

IDAHO WATER AND ELECTRIC

POWER COMPANY.

FILED 20th DAY

OF July 1928

W. L. Galt
SECRETARY OF STATE.