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NONPROFIT ARTICLES OF RESTATEMENT

of

BONNEVILLE ENVIRONMENTAL FOUNDATION

The undersigned incorporator of Bonneville Environmental Foundation, an Oregon nonprofit corporation, adopts the following Articles of Restatement before any directors of the corporation have been chosen:

ARTICLE 1

The name of the corporation is Bonneville Environmental Foundation.

ARTICLE 2

The text of the Restated Articles of Incorporation is attached hereto and by this reference incorporated herein.

ARTICLE 3

The Restated Articles of Incorporation include amendments to the Articles of Incorporation.

DATED: August 31, 1998.

Mark O. Hatfield, Incorporator

RESTATED

ARTICLES OF INCORPORATION

of

BONNEVILLE ENVIRONMENTAL FOUNDATION

The undersigned incorporator of Bonneville Environmental Foundation, an Oregon nonprofit corporation, adopts the following Restated Articles of Incorporation, superseding the original articles of incorporation and all amendments to them.

ARTICLE I. Name and Duration

The name of the corporation is Bonneville Environmental Foundation (the "Foundation") and its duration shall be perpetual.

ARTICLE II. Type and Purpose

The Foundation is a public benefit corporation. It is organized and shall be operated exclusively for charitable, scientific and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("IRC"), or the corresponding section of any future federal tax laws, on a not-for-profit basis. In particular, the purposes of the Foundation are to complement the Bonneville Power Administration's ("Bonneville") obligations under the Pacific Northwest Electric Power Planning and Conservation Act, Public Law 96-501 ("Northwest Power Act") by:

(1) accepting and administering private gifts of property to:

(A) develop or apply new nonhydro renewable energy resources within the Pacific Northwest consistent with the Northwest Power Act, 16 U.S.C. 839a; and/or

(B) acquire, maintain, preserve, restore, protect, or manage fish and wildlife habitat within the Pacific Northwest; and

(2) participating with, making distributions to, or otherwise assisting entities and individuals to:

(A) undertake and conduct activities that will further the development or application of new nonhydro renewable energy resources within the Pacific Northwest consistent with the Northwest Power Act, 16 U.S.C. 839a; and/or

(B) acquire, maintain, preserve, restore, protect, or manage fish and wildlife habitat within the Pacific Northwest.

Such purposes are to be accomplished in a manner not inconsistent with the appropriate power plan and fish and wildlife program, including implementation activities, adopted by the Pacific Northwest Electric Power and Conservation Planning Council ("Council").

ARTICLE III. Rights and Obligations of the Foundation

To carry out its purposes under these Articles, the Foundation shall have, in addition to the powers otherwise given it under these Articles, the usual powers of a corporation incorporated under the statutes of the State of Oregon, including the power:

(1) to accept, receive, solicit, hold, administer and use any gift, devise, or bequest, either absolutely or in trust, of real or personal property or any income therefrom or other interest therein;

(2) unless otherwise required by the instrument of transfer, to sell, donate, lease, invest, reinvest, retain or otherwise dispose of any property or income therefrom; and

(3) to do any and all acts necessary and proper to carry out the purposes of the Foundation.

The Foundation shall not engage in activities or exercise any powers that are not in the furtherance of its specific and primary purposes or that would violate any restrictions set forth in these Articles.

ARTICLE IV. Restrictions on Activities

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to members of its Board, its officers, or other private shareholder or individual, except that the Foundation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Foundation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under IRC Section 501(c)(3) or the corresponding section of any future federal tax laws and (b) by a corporation,

contributions to which are deductible under IRC Section 170(c)(2) or the corresponding section of any future federal tax laws.

ARTICLE V. Members

The Foundation shall not have members.

ARTICLE VI. Board of Directors

All corporate power shall be exercised by or under the authority of, and the affairs of the Foundation managed under the direction of, a Board of Directors (the Board), which shall consist of at least nine and no more than eleven voting Directors, each of whom shall be a United States citizen and who shall be committed to the conservation, restoration, and sound management of fish and wildlife habitat and/or development or application of new nonhydro renewable energy resources.

ARTICLE VII. Bonneville Power Administration Liaison

The Administrator of Bonneville (the "Administrator") shall designate an employee of Bonneville (the "Bonneville Representative") to be the Bonneville liaison to the Board. The Bonneville Representative shall represent Bonneville's interests and will have no fiduciary duty to the Foundation.

ARTICLE VIII. Appointment and Terms of Directors

The Directors shall serve for terms of 4 years; however, initially two of the Directors shall serve for a term ending at the 2000 annual meeting, four Directors for a term ending at the 2001 annual meeting, and three Directors for a term ending at the 2002 annual meeting. If the Board consists of more than nine Directors, the term of the tenth Director will end at the annual meeting closest to the expiration of two years after appointment and the term of the eleventh Director will end at the annual meeting closest to the expiration of four years after appointment. The names, addresses, and terms of the initial Directors of the Foundation are:

Name	Address	Initial Term Ends
Aldo Benedetti	7801 Sapphire Dr. SW Tacoma, WA 98498	2001
Ralph Cavanagh	c/o The Natural Resources Defense Council 71 Stevenson, Suite 1825 San Francisco, CA 94105	2000

Don Frisbee	1500 SW First, Suite 1005 Portland, OR 97201	2000
Mark O. Hatfield	P.O. Box 8639 Portland, OR 97207	2002
Jim Lichatowich	182 Dory Road Sequim, WA 98392	2001
Donald Sampson	c/o Columbia River Intertribal Fish Commission 729 NE Oregon, Suite 200 Portland, OR 97232	2002
Rachel Shimshak	c/o The Renewable NW Project 1130 SW Morrison, Suite 330 Portland, OR 97205	2001
Bill Towey	7126 N. Deschutes Drive Spokane, WA 99208	2001
Brett Wilcox	c/o Northwest Aluminum 3313 W. Second The Dallas, OR 97058	2002

The incorporator has obtained the consent of all Directors named to serve. All Directors of the Foundation other than the initial Directors shall be elected by the Board at the time and in the manner to be set forth in the Foundation's bylaws.

ARTICLE IX. Reimbursement of Expenses

Members of the Board may be reimbursed for the actual and necessary traveling and subsistence expenses incurred by them in the performance of the duties of the Foundation.

ARTICLE X. Elimination of Liability

No Director or uncompensated officer shall have any personal liability to the corporation for monetary damages for conduct as a Director or officer; provided that these Articles will not eliminate the liability of a Director or uncompensated officer for any act or omission for which elimination of liability is not permitted under the Oregon Nonprofit Corporation Law. No amendment to the Oregon Nonprofit Corporation Law that further limits the acts or omissions for which elimination of

liability is permitted will affect the liability of a Director or uncompensated officer for any act or omission that occurs prior to the effective date of the amendment.

ARTICLE XI. Indemnification

The Foundation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Foundation), by reason of the fact that the person is or was a Director or officer of the Foundation. The right to and amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Corporation Law in effect at the time of the determination.

ARTICLE XII. Distribution of Assets

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the Foundation, all remaining assets shall be distributed and paid over to a nonprofit fund, foundation, or corporation selected by the Board which is organized and operated exclusively for charitable, scientific or educational purposes for the conservation or management of fish or wildlife, and/or the development or application of new nonhydro renewable energy resources, and which has established its tax exempt status under IRC Section 501(c)(3) or the corresponding section of any future federal tax laws. No member or officer, nor any private individual, shall be entitled to share in the distribution of any assets of the Foundation.

ARTICLE XIII. United States Release From Liability

The Foundation is not an agency or establishment of the United States. The United States shall not be liable for any debts, defaults, acts or omissions of the Foundation nor shall the full faith and credit of the United States extend to any obligation of the Foundation.

ARTICLE XIV. Limitation on Amendment of Articles

In any amendment to these Articles the term "purposes" shall be limited to and shall include only charitable, scientific and educational purposes within the meaning of those terms as used in IRC Section 501(c)(3) or the corresponding section of any future federal tax laws, but only such purposes as also develop or apply new nonhydro renewable energy resources within the Pacific Northwest and/or acquire, maintain, preserve, restore, protect, or manage fish and wildlife habitat within the Pacific Northwest in a manner not inconsistent with the appropriate power plan and fish and wildlife program, including implementation activities, adopted by the Council. An amendment of the provisions of this Article XIV (or any amendment to it) shall be

valid only if and to the extent that such amendment further restricts the Board's amending power.

ARTICLE XV. Initial Registered Agent

The name of the Foundation's initial registered agent is Rachel Shimshak. The address of the Foundation's initial registered office is 1130 SW Morrison Street, Suite 330, Portland, Oregon 97205.

ARTICLE XVI. Incorporator

The name and address of the incorporator are:

Mark O. Hatfield
River Forum Building, Suite 460
4380 SW. Macadam
Portland, OR 97201

ARTICLE XVII. Alternate Mailing Address

The alternate corporate mailing address to which notices may be mailed until the principal office of the Foundation has been designated by the Foundation in its annual report is:

Bonneville Environmental Foundation
c/o Renewable Northwest Project
1130 SW Morrison Street, Suite 330
Portland, Oregon 97205

DATED: August 31, 1998.

Mark O. Hatfield, Incorporator

CERTIFICATE

The undersigned incorporator of Bonneville Environmental Foundation, an Oregon nonprofit corporation, certifies that:

1. No directors of the corporation have been chosen since the date of incorporation. The incorporator therefore has the power under ORS 65.434(2) and 65.451 to amend and restate the Articles of Incorporation. The amendments to the Articles of Incorporation do not require the approval of any member or any person other than the incorporator.

2. The date of adoption of the amendments and the Restated Articles of Incorporation by the incorporator was August 31, 1998.

DATED: August 31, 1998.

Mark O. Hatfield, Incorporator

A TRUE COPY
STOEL RIVES LLP
By P. Martin

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NONPROFIT
ARTICLES OF AMENDMENT
OF
BONNEVILLE ENVIRONMENTAL FOUNDATION

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Pursuant to the Oregon Nonprofit Corporation Act, Bonneville Environmental Foundation, an Oregon nonprofit corporation, adopts the following Articles of Amendment:

1. The name of the corporation is Bonneville Environmental Foundation.

2. Article II of the Articles of Incorporation is amended to read in its entirety as follows:

"ARTICLE II. Type and Purpose

The Foundation is a public benefit corporation. It is organized and shall be operated exclusively for charitable, scientific and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ('IRC'), or the corresponding section of any future federal tax laws, on a not-for-profit basis. In particular, the purposes of the Foundation are to complement the Bonneville Power Administration's ('Bonneville') obligations under the Pacific Northwest Electric Power Planning and Conservation Act, Public Law 96-501 ('Northwest Power Act') by:

(1) accepting and administering private gifts of property to:

(A) develop or apply new nonhydro renewable energy resources within the Pacific Northwest consistent with the Northwest Power Act, 16 U.S.C. 839a; and/or

(B) acquire, maintain, preserve, restore, protect, or manage fish and wildlife habitat within the Pacific Northwest;

(2) participating with, making distributions to, or otherwise assisting entities and individuals to:

(A) undertake and conduct activities that will further the development or application of new nonhydro renewable energy resources within the Pacific Northwest consistent with the Northwest Power Act, 16 U.S.C. 839a; and/or

(B) acquire, maintain, preserve, restore, protect, or manage fish and wildlife habitat within the Pacific Northwest; and

(3) Purchasing, marketing and selling environmentally preferred power, or its environmental attributes, from renewable resources that may be within or without the Pacific Northwest.

Such purposes are to be accomplished in a manner not inconsistent with the appropriate power plan and fish and wildlife program, including implementation activities, adopted by the Pacific Northwest Electric Power and Conservation Planning Council ('Council')."

3. The Amendment was adopted on January 25, 2001.

4. The Corporation has no members. The Amendment was approved by a sufficient vote of the Board of Directors.

5. No approval of any person or persons other than the Board of Directors is required pursuant to ORS 65.467 or otherwise.

Dated: January 25, 2001

BONNEVILLE ENVIRONMENTAL FOUNDATION

By: _____
Mark O. Hatfield, Chairman