

ARTICLES OF INCORPORATION OF

COLUMBIAGRID

The undersigned, in order to form a nonprofit corporation under the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington (the "Act"), hereby executes the following Articles of Incorporation:

ARTICLE I. NAME

The name of this Corporation is ColumbiaGrid.

ARTICLE II. DURATION

The period of duration of this Corporation will be perpetual.

ARTICLE III. PURPOSE

This Corporation is formed for the purpose of entering into and carrying out contracts ("Functional Agreements") with its Members and other qualified persons to accomplish the following objectives, in accordance with these Articles of Incorporation, and subject to the Corporation's Bylaws and the applicable requirements of federal and state law: improve reliability of the transmission grid and efficiency in its use; provide cost-effective transmission planning and expansion; develop and implement solutions relating to the use and expansion of the interconnected Northwest transmission system; and support effective market monitoring within the Northwest and within the Western Interconnection. In carrying out this purpose, the Corporation shall endeavor to provide sustainable benefits for its Members, their customers, and the region, that could not be achieved individually by the Members and shall consider environmental concerns, regional interests, and cost-effectiveness.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The name of the registered agent of the Corporation at the time of incorporation shall be CT Corporation Systems and the address of the registered office of this Corporation at the time of incorporation is 520 Pike Street, Suite 2610, Seattle, Washington 98101. The Corporation may change its registered agent at any time by a majority vote of the Corporation's Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

1. Number of Directors. The number and terms of Directors of the Corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

2. Initial Director. There shall be one initial director on the Board of Directors, whose term shall end immediately prior to the seating of the Board of Directors as provided in the Bylaws. The name and address of the initial director is:

Kristi M. Wallis
716 – 39th Avenue
Seattle, Washington 98122
(206) 726-1699

ARTICLE VI. DISSOLUTION

The Corporation's net assets will be distributed upon dissolution to its Members in accordance with the Bylaws.

ARTICLE VII. MEMBERS

This Corporation will have Members, whose rights, responsibilities, classifications, and manner of election will, subject to the requirements of the Act, be as defined in this Corporation's Bylaws.

ARTICLE VIII. POWERS

This Corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out its purposes described in Article III, consistent with the Act and other applicable laws or regulation.

ARTICLE IX. LIABILITY AND INDEMNIFICATION

1. Limitation of Directors' Liability. To the fullest extent permitted by the Act, as it exists on the date hereof or may hereafter be amended, and the Bylaws, a director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director. Any amendment to or repeal of this Article IX shall not adversely affect a director of this Corporation with respect to any conduct of such director occurring prior to such amendment or repeal.

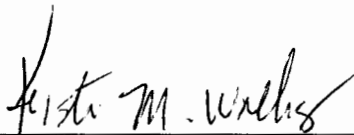
2. Indemnification. The Corporation shall, subject to these Articles, the Bylaws, and the Act, indemnify Directors and officers to the fullest extent permitted by applicable law; *provided* this indemnity shall not extend to a Director or an officer to the extent the Director or officer is not acting in good faith or is acting outside the scope of the Director's or officer's duties. The Corporation may also, subject to the Bylaws and the Act, indemnify non-officer employees and agents to the extent it determines appropriate and consistent with applicable law; *provided* such indemnity shall not extend to a non-officer employee or agent of the Corporation to the extent such non-officer employee or agent is not acting in good faith or is acting outside the scope of the duties of such non-officer employee or agent. The Corporation acting through its officers and Board of Directors may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of this Corporation, or who, while a Director, officer, employee, or agent of this Corporation, is or was serving at the request of this Corporation as a Director, trustee, officer, partner, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether or not this corporation would have the power to indemnify such persons against such expense, liability, or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. To the maximum extent permitted by applicable law, no amendment or repeal of this Article IX shall adversely affect any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE X. INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

Kristi M. Wallis
716 – 39th Avenue
Seattle, WA (zip code)
(206) 726-1699

DATED: March 31, 2006

A handwritten signature in black ink that reads "Kristi M. Wallis". The signature is written in a cursive style with a long, sweeping underline that extends to the right.

Kristi M. Wallis, Incorporator