



FORM 11

FORMULE 11

ARTICLES OF CONTINUANCE
(SECTION 181)

CLAUSES DE PROROGATION
(ARTICLE 181)

Name of Corporation

Dénomination de la société

TWIN FALLS POWER CORPORATION LIMITED

The place in Canada where the registered office is to be situated

Lieu au Canada où doit être situé le siège social

St. John's, Newfoundland

The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

**500,000 Class A common shares and
1,000,000 Class B common shares
without par value.**

See Schedule I

Restrictions if any on share transfers

Restrictions sur le transfert des actions s'il y a lieu.

Number (or minimum and maximum number) of directors

Nombre (ou nombre minimum et maximum) d'administrateurs

Not less than 5 nor more than 15.

Restrictions if any on businesses the corporation may carry on

Limites imposées quant aux activités que la société peut exploiter, s'il y a lieu. -

N/A

(1) If change of name effected, previous name

(1) Si changement de dénomination, dénomination antérieure

(2) Details of incorporation

(2) Détails de la constitution

Letters Patent-Feb. 18, 1960 &

Supplementary Letters Patent

September 15, 1961

N/A

- Other provisions if any

Autres dispositions s'il y a lieu

The attached Schedule I is incorporated into this form.

Aug 1, 1980

Signature
JAW McME

Description of Office - Description du poste

Secretary

DEPARTMENTAL USE ONLY

À L'USAGE DU MINISTÈRE SEULEMENT

Corporation No. - No. de la société

14312

Filed - Déposé

August 21, 1980.

SCHEDULE I

1. The holders of the Class A common shares are entitled to 4 votes for each share held at all meetings of shareholders.
2. The holders of the Class B common shares are entitled to 1 vote for each share held at all meetings of shareholders.
3. The holders of the Class A common shares and Class B common shares are entitled to receive equally per share the remaining property of the Corporation upon a dissolution.
4. The holders of shares of a class or of a series shall not be entitled to vote separately as a class or series under section 170 of the Canada Business Corporations Act (but shall be entitled to vote with the holders of all other voting shares) upon a proposal to amend the articles to:
 - (a) increase or decrease any maximum number of authorized shares of such class or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of such class;
 - (b) effect an exchange, reclassification or cancellation of all or part of the shares of such class; or
 - (c) create a new class of shares equal or superior to the shares of such class.