

is adopted."

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of Pacific Power & Light Company this 23rd day of May, 1947.

SEAL

Ernest L. McLean
Ernest L. McLean, Clerk of
Pacific Power & Light Company

I, C. W. PLATT, Secretary of Northwestern Electric Company, do hereby certify that at a special meeting of the stockholders of Northwestern Electric Company, legally called for the purpose of considering the adoption or rejection of the foregoing Agreement and Act of Consolidation and Merger, and held at the principal office of the Company in Vancouver, Washington, the following resolution was adopted on the 23rd day of May 1947, by the vote of more than two-thirds of the issued and outstanding shares of its capital stock entitled to vote:

"Resolved that the Agreement and Act of Consolidation and Merger, dated April 17, 1947, and executed by the officers and directors of the Company and of Pacific Power & Light Company, a copy of which has been filed with this meeting, be and it hereby is adopted."

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of Northwestern Electric Company this 23rd day of May, 1947.

SEAL

C. W. Platt
C. W. Platt, Secretary of
Northwestern Electric Company

SUPPLEMENTAL CERTIFICATE

I, C. W. Platt, secretary of Northwestern Electric Company, do hereby certify that at a meeting of the Board of Directors of said company, duly held at Portland, Oregon, on May 23, 1947, at which all of the directors of said company were present, said directors unanimously elected in the name and behalf of said company to be bound by the foregoing agreement, notwithstanding the fact that the holders of more than 20% of the aggregate number of outstanding shares of the preferred stocks of said company and Pacific Power & Light Company had previously taken unfavorable action thereon.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of Northwestern Electric Company this 23rd day of May, 1947.

(Corporate Seal Affixed)

C. W. Platt
C. W. Platt, Secretary of
Northwestern Electric Company

The foregoing Agreement having been duly adopted by the shareholders of each of the Constituent Corporations, as evidenced by the foregoing certificates of the Clerk of Pacific Power & Light Company and the Secretary of Northwestern Electric Company, we, the duly authorized officers of said Corporations, do hereby sign said Agreement in the name of and on behalf of said corporations. Dated this 23rd day of May, 1947.

Paul B. McKee
President
PACIFIC POWER & LIGHT COMPANY

J. G. Hawkins
Secretary
PACIFIC POWER & LIGHT COMPANY

L. T. Merwin
President
NORTHWESTERN ELECTRIC COMPANY

C. W. Platt
Secretary
NORTHWESTERN ELECTRIC COMPANY

SUPPLEMENTAL CERTIFICATE

I, J. G. Hawkins, secretary of Pacific Power & Light Company, do hereby certify that at a meeting of the Board of Directors of said company, duly held at Portland, Oregon on May 23, 1947, at which a majority of the directors were present, such majority of said directors unanimously elected in the name and behalf of said company to be bound by the fore-