

FILED EFFECTIVE

IDACORP EMPLOYEE COMMUNITY ASSISTANCE FUND, INC.

(Idaho non-profit corporation)

2013 OCT 31 AM 8:57

ARTICLES OF AMENDMENT

SECRETARY OF STATE
STATE OF IDAHO

1. The IDACORP Employee Community Assistance Fund, Inc., an Idaho non-profit corporation (the "Corporation"), is hereby filing amendments to its Restated Articles of Incorporation as set forth below. The amendments were adopted on September 5, 2013 by the members of the Corporation as follows:

Number of members entitled to vote – 859

Number of members voting for amendments – 307

Number of members voting against amendments – 8

2. The Corporation amended Articles VIII, X, XI, XII and XIII of its Restated Articles of Incorporation to read as follows:

"ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of members representing Idaho Power's geographic regions; south-eastern, central and western. Each Director shall serve a three (3) year term and shall at all times be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who were designated in the original Articles, the Directors shall be elected by the members, or appointed by the existing Directors in the event of vacancies, in the manner and for the term provided in the Bylaws of the Corporation. The Board of Directors shall not consist of any member who retires during their term on the Board or who is retired.

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ARTICLE X – AMENDING THE ARTICLES OF INCORPORATION

These Articles may be amended or restated through approval of the proposed amendments at a special meeting of the members. Approval is required by both (1) the members, by 2/3 of the votes cast or a majority of the voting power, whichever is less, and (2) the Board of Directors, by majority of the directors voting at a meeting at which a quorum is present.

ARTICLE XI - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501 (c) (4) of the Internal Revenue Code of 1986, as

amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XII - INCORPORATOR

The name and street address of the incorporator is Patrick A. Harrington, 1221 W. Idaho, Boise, Idaho 83702.

ARTICLE XIII - BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws."

IN WITNESS WHEREOF, the undersigned has signed these Articles of Amendment this 29th day of October, 2013.

IDACORP EMPLOYEE COMMUNITY
ASSISTANCE FUND, INC.

By: 

Barbara V. Jensen
President