



CERTIFICATE OF AMENDMENT
OF

THE LAST CHANCE CANAL COMPANY, LIMITED

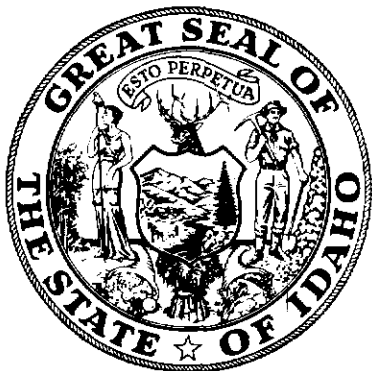
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

THE LAST CHANCE CANAL COMPANY, LIMITED

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated February 2nd, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

THE LAST CHANCE CANAL COMPANY, LIMITED

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is The Last Chance Canal Company, Limited.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation at the annual meeting of the shareholders, held on November 3, 1980, in the manner prescribed by the Idaho Business Corporation Act. The following is added to Paragraph VII:

"Any stockholder, including the heirs, assigns, executors or administrators of a deceased shareholder, having first received a bonafide offer by a third person to purchase any of said shares for use outside of the Company's water distribution system or place of water use which the Company's water rights are appurtenant to, shall first offer it to the corporation through the Board of Directors, and to the remaining shareholders, in the following manner:

(1) Such shareholder shall give written notice by registered mail to the Secretary of the Corporation of his intention to sell such shares for use outside of the Company's system or place of use. Said notice shall specify the name and address of the third party making the offer, the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. The corporation shall have sixty days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares so offered. Such purchase may be authorized by the Board of Directors without any action by the shareholders of the corporation.

(2) In the event that the Company should fail to purchase all of such shares within the said 60-day period, the secretary of the company shall, within 5 days thereafter, give written notice to each of the other shareholders

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of record, stating the number of shares offered for sale but not purchased by the corporation, the price per share, and the terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his last known address as it appears on the books of the company. Within 60 days after the mailing of such notices, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the secretary of the company a written offer for the number of shares desired by him, accompanied by the purchase price therefor with authorization to pay such purchase price against delivery of such shares.

(3) If none or only part of the shares is purchased by the company or shareholders, or both, then the shareholder who offered the same for sale shall have thereafter the right to sell said shares not so purchased to such person or persons as he desires; provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than those specified in the written notice that he gave to the Company.

(4) Any sale of the shares of the company for use outside of the company's water distribution system or place of water use which the water rights are appurtenant to shall be null and void unless these provisions are strictly observed and followed.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 49,871.5; and the number of shares entitled to vote thereon was 49,871.5.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common Stock	49,871.5

FIFTH: The number of shares voted for such amendment was 27,241; and the number of shares voted against such amendment was -0-.

DATED this 23rd day of January, 1981.

THE LAST CHANCE CANAL COMPANY, LTD.

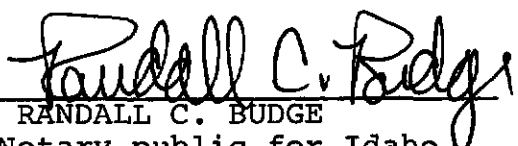
By Don W. Gilbert
DON W. GILBERT, PRES.

And Orrin Harris
ORRIN HARRIS, SECRETARY

STATE OF IDAHO)
 SS:
County of Caribou)

I, Randall C. Budge, a notary public do hereby
certify on this 23rd day of January, 1981, personally appeared
before me Don W. Gilbert and Orrin Harris, who being by
me first duly sworn, severally declared that they are the
persons who signed the foregoing document as officers of the
corporation, and that the statements therein contained are
true.

(seal)



RANDALL C. BUDGE
Notary public for Idaho
Residing at Pocatello, Idaho
Comm. Expires: 10/15/84