

CERTIFICATE AS TO THE AMENDMENT OF THE ARTICLES OF
INCORPORATION OF THE
BIG WOOD RIVER RESERVOIR AND CANAL COMPANY, LIMITED.

* * * * *

THIS IS TO CERTIFY, That at the regular meeting of the Board of Directors of the Big Wood River Reservoir and Canal Company, Limited, held at Shoshone, Lincoln County, Idaho on the 1st day of March, 1921, by unanimous vote of said board, a special meeting of the stockholders of the said Big Wood River Reservoir and Canal Company, Limited, was called to be held at the office of the company in the village of Richfield, Lincoln County, Idaho, at eleven o'clock A. M. on the 19th day of April, 1921, for the purpose of submitting to a vote of the said stockholders certain resolutions looking toward the amendment of the articles of incorporation of said corporation. said resolutions, which had theretofore and on the said 1st day of March, 1921 been duly adopted by unanimous vote of said Board of Directors, are in words and figures as follows:-

(1) RESOLVED: That the name of this corporation be changed to "Big Wood Canal Company".

(2) RESOLVED: That the principal place of business of this corporation be changed from Richfield, Lincoln County, Idaho, to Shoshone, Lincoln County, Idaho, and that Shoshone, Lincoln County, Idaho, be hereafter the principal place of business for said corporation.

(3) RESOLVED: That the business of this corporation shall be managed by a board of nine directors, who shall be elected at the next regular annual meeting of the stockholders of such corporation, one-third of whom shall be elected for a term of one year, one-third of whom shall be elected for a term of two years, and one-third of whom shall be elected for a term of three years, and thereafter at each succeeding annual meeting of the stockholders, one-third thereof shall be elected for a term of three years.

(4) **RESOLVED:** That the objects for which this corporation was formed be enlarged and changed so that the same shall be as follows, to-wit:-

(a) To acquire, operate, manage and control the system of dams, canals, flumes, siphons, gates, rights, water rights, permits, licenses, appropriations and water franchises acquired and constructed by the Idaho Irrigation Company, Limited, said system being constructed in the Counties of Blaine, Camas, Lincoln and Gooding, state of Idaho, and all extensions and additions thereto, which have been or may be, made and constructed under that certain contract between the State of Idaho and the said Idaho Irrigation Company, Limited, dated August 21st, 1907, and all supplemental contracts thereafter made between the same parties, relating to the same project.

(b) To acquire, buy, sell, lease, transfer and operate water systems, canals, franchises and reservoirs, for the purpose of improving the water supply of said project; to buy, lease, transfer and operate water rights, water permits, water fillings and water licenses, and to procure additional water rights for the lands under the said system, as may be deemed useful or necessary; to accumulate, store, conduct and deliver water for domestic and irrigation purposes from the streams in the state of Idaho, and their tributaries, which may be available for such purposes; to sell water for additional land, if water can be acquired in excess of the water needed for land now in project.

(c) To incur debts, to raise, borrow and secure the payment of money in any lawful manner, for the purpose of the acquisition of additional water rights, additional working capital, or any other or all purposes for which the corporation is formed, including extension, repairs and general expenses of the corporation, and for such other purposes as the directors shall determine to be useful and necessary, within the scope of the purposes of this corporation; provided however, that no indebtedness shall be created for the purpose of acquiring additional water unless authorized by a majority vote of the stockholders at a meeting called for the purpose.

(d) To levy and collect equal assessments, against all lands receiving water from the distributing system of said corporation, either for domestic or irrigation purposes, in such sums as may be determined by the board of directors to be necessary for the purpose of securing funds for the operation and maintenance of said system, the proper and efficient delivery of water, the repair and improvement necessary, and for general expenses of the corporation, and for such other purposes as the board of directors shall determine within the scope of the purposes of the corporation.

(e) To acquire, hold and improve such real estate as may be useful, necessary and convenient for the transaction of its business; and to sell and dispose of the same, and acquire other property for said purposes, as shall be from time to time determined; to acquire and hold all necessary rights of way, easements and estates necessary and useful or convenient for the distribution of water, or any other purpose within the scope of the purposes of this corporation.

(f) To do and perform all things necessary, to purchase all property, real and personal, to levy assessments required, and to borrow money sufficient to fully and properly carry out the purposes and objects for which this corporation is formed, whether herein specifically mentioned or not.

We further certify, that Fred F. Gwin, D. H. Sutphen, Sam Bate, Jr., Gust Johnson and John A. Tripp were duly appointed as judges of said election, each of whom immediately qualified and entered upon his duties; that upon the closing of the polls and the counting of the ballots the said judges duly made and entered their certificate of such election, a copy of which certificate is copied herein at length and thereby incorporated as a part of this certificate, such certificate of election being as follows, to-wit:

State of Idaho ;
 Lincoln County ; ss.

We the undersigned, Fred F. Gwin, D. H. Sutphen, Sam Bate, Jr., Gust Johnson, and John A. Tripp, each for himself being duly sworn on his oath says:- That I was one of the duly qualified appointed and acting judges of election, at the special meeting of the stockholders of the Big Wood River Reservoir & Canal Company, Limited, held at the office of the Company at Richfield, Idaho for the purpose of voting upon, and adopting or rejecting the proposed resolutions set out in the call for said meeting.

That at such election voting was by written ballot, That the total number of votes cast at such election was 57,258.06. That there was cast in favor of resolution No. 1 (one) 55,540.11, against said resolution 1317. That there was cast in favor of resolution No. 2 (two) 37,568.54 and against said resolution 19,689.52. That there was cast in favor of resolution No. 3 (three) 55,785.56 and against said resolution 1390.5. That there was cast in favor of resolution No. 4 (four) 52,072.33 and against said resolution 4949.23.

That the total outstanding stock of the corporation is approximately 76,000 shares, and that resolutions No. 1, No. 3 and No. 4 received more than two thirds of the total outstanding capital stock of the corporation.

Fred F. Gwin D. H. Sutphen
 S. A. Bate, Jr. Gust Johnson John A. Tripp
 subscribed and sworn to before me this 19th day of
 April, 1921. S. T. Baer (seal)

We therefore certify, that resolutions Nos. 1, 3 and 4 were duly and regularly adopted by said stockholders, and that resolution No. 2 was not adopted; and that the articles of incorporation of the said Big Wood River Reservoir and Canal Company, Limited, as amended by said special stockholders meeting, are as follows, to-wit:

AMENDED ARTICLES OF INCORPORATION
of the
BIG WOOD RIVER RECLAMATION AND CANAL COMPANY, LIMITED.

(Now, BIG WOOD CANAL COMPANY)

KNOW ALL MEN BY THESE PRESENTS: That, whereas the Idaho Irrigation Company, Limited, a corporation organized and existing under and by virtue of the laws of the state of Idaho, under the provisions of an act of Congress approved August 16, 1894, commonly known as the "Carey Act", as amended, and pursuant to the laws of the state of Idaho and the rules and regulations of the State Board of Land Commissioners of the state of Idaho, did enter into a contract with the state of Idaho, bearing date of August 21, 1907, for the reclamation of certain lands in said contract described, situated in the counties of Blaine and Lincoln in said state; and whereas it is now proposed to organize a corporation for the operation and management of the irrigation system to be constructed under said contract of August 21, 1907;

therefore, the undersigned have voluntarily associated themselves together to form a corporation under the laws of the state of Idaho, and do hereby certify:-

first

That the name of said corporation is BIG WOOD CANAL COMPANY.

second

That the purposes for which said corporation is formed are as follows; to-wit:-

- (a) To acquire, operate, manage, and control the

system of dams, canals, flumes, siphons, gates, rights, water rights, permits, licenses, appropriations and water franchises acquired and constructed by the Idaho Irrigation Company, Limited, said system being constructed in the Counties of Blaine, Camas, Lincoln and Gooding, State of Idaho, and all extensions and additions thereto, which have been or may be, made and constructed under that certain contract between the State of Idaho and the said Idaho Irrigation Company, Limited, dated August 21st, 1907, and all supplemental contracts thereafter made between the same parties, relating to the same project.

(b) To acquire, buy, sell, lease, transfer and operate water systems, canals, franchises and reservoirs for the purpose of improving the water supply of said project; to buy, lease, transfer and operate water rights, water permits, water filings and water licenses, and to procure additional water rights for the lands under the said system, as may be deemed useful or necessary; to accumulate, store, conduct and deliver water for domestic and irrigation purposes from the streams in the State of Idaho, and their tributaries, which may be available for such purposes; to sell water for additional land, if water can be acquired in excess of the water needed for land now in the project.

(c) To incur debts, to raise, borrow and secure the payment of money in any lawful manner, for the purpose of the acquisition of additional water rights, additional working capital or any other or all purposes for which the corporation is formed, including extension, repairs and general expenses of the corporation, and for such other purposes as the directors shall determine to be useful and necessary, within the scope of the purposes of this corporation; provided, however, that no indebtedness shall be

created for the purpose of acquiring additional water unless authorized by a majority vote of the stockholders at a meeting called for that purpose.

(d) To levy and collect equal assessments against all lands receiving water from the distributing system of said corporation, either for domestic or irrigation purposes, in such sums as may be determined by the board of directors to be necessary for the purpose of securing funds for the operation and maintenance of said system, the proper and efficient delivery of water, the repair and improvement necessary, and for general expenses of the corporation, and for such other purposes as the board of directors shall determine, within the scope of the purposes of this corporation.

(e) To acquire, hold and improve such real estate as may be useful, necessary and convenient for the transaction of its business, and to sell and dispose of the same, and acquire other property for said purposes as shall be from time to time determined; to acquire and hold all necessary rights of way, easements and estates necessary and useful or convenient for the distribution of water, or any other purpose within the scope of the purposes of this corporation.

(f) To do and perform all things necessary, to purchase all property, real and personal, to levy assessments required, and to borrow money sufficient to fully and properly carry out the purposes and objects for which this corporation is formed, whether herein specifically mentioned or not.

Third

That the place where the principal office of the company shall be located, and where its principal business is to be transacted is Richfield (formerly Alberta), Lincoln County, Idaho.

fourth

That the term for which it is to exist is fifty years from and after the date of incorporation.

fifth

That the business of this corporation shall be managed by a board of nine directors, who shall be elected at the next regular annual meeting of the stockholders of such corporation, one-third of whom shall be elected for a term of one year, one-third of whom shall be elected for a term of two years, and one-third of whom shall be elected for a term of three years, and thereafter at each succeeding annual meeting of the stockholders one-third thereof shall be elected for a term of three years.

sixth

That the amount of the authorized capital stock of the corporation shall be One hundred and Fifty thousand Dollars (\$150,000), divided into one hundred and fifty thousand (150,000) shares of the par value of one dollar (\$1.00) each.

seventh

That the amount of said capital stock actually subscribed, the names of the persons by whom the same has been subscribed, and their residences, are as follows:-

NAME	RESIDENCE	NUMBER OF SHARES
George W. Sunnell,	New York City, N. Y.	40
Norman M. Huick,	Boise, Idaho,	40
James A. Green,	Richfield, Idaho,	80
Warren F. Day,	Richfield, Idaho,	80
Herbert D. Mason,	New York City, N. Y.	40

In witness whereof, we have hereunto set our hands and seals this 9th day of September, 1906.

George W. Sunnell (Seal)
Norman M. Huick (Seal)
Jas. A. Green (Seal)
Warren F. Day (Seal)
Herbert D. Mason (Seal)

STATE OF IDAHO,)
 : ss.
COUNTY OF ADAMS,)

On this 9th day of September, 1908, before me, B. W. Oppenheim, a Notary Public in and for said State and County, personally appeared George W. Bunnell, Norman M. Kuick, James A. Green and Herbert D. Mason, to me known and known to me to be the persons whose names are subscribed to the within instrument, and they severally acknowledged to me that they executed the same.

In witness whereof, I have hereunto set my hand and affixed my notarial seal on the day and year in this certificate above written.

(Seal)

B. W. Oppenheim
Notary Public

STATE OF IDAHO,)
 : ss.
COUNTY OF BLAINE,)

On this 10th day of September, 1908, before me, Leon Field, a Notary Public in and for said State and County, personally appeared Warren F. Day, to me known and known to me to be the person whose names is subscribed to the within instrument, and acknowledged to me that he executed the same.

In witness whereof, I have hereunto set my hand and affixed my notarial seal on the day and year in this certificate above written.

(Seal)

Leon Field
Notary Public

Approved Sept. 9, '08
J. J. Guheen
Atty. Genl.

we further certify that the amount of stock represented at said special meeting was fifty-seven thousand two hundred fifty-eight and 06/100 (57,258.06) shares, and that the total outstanding stock of said corporation upon said election day was seventy-six thousand (76,000) shares, approximately.

In witness whereof we have hereunto set our hands this 24th day of April, 1921.

Fred W. Gooding
Chairman
St. B.
Secretary.

State of Idaho :
County of Lincoln : ss

Fred W. Gooding, being first duly sworn, upon his oath deposes and says: That he was the duly elected, qualified and acting chairman of the special stockholders meeting hereinbefore mentioned; that as such chairman he made and executed the above and foregoing instrument; that he has read the same, and knows the contents thereof, and that he believes the statements therein contained to be true.

Fred W. Gooding

subscribed and sworn to before me this 24th day of April 1921.

Branch ...
Notary Public, residing at
Gooding, Idaho.

seal

State of Idaho)
County of Lincoln }

ss

S. T. Baer, being first duly sworn, upon his oath deposes and says: That he was the duly elected, qualified and acting secretary of the special stockholders meeting hereinbefore mentioned; that as such secretary he made and executed the above and foregoing instrument; that he has read the same, and knows the contents thereof, and that he believes the statements therein contained to be true.

S. T. Baer
.....

Subscribed and sworn to before me this 24th day of April, 1921.

Branch Bird
Notary Public, residing at
Gooding, Idaho.

We the undersigned, constituting ~~a majority~~ of the *board* directors of the Big Wood River Reservoir and Canal Company, Limited, a corporation, do hereby subscribe our names to the within and foregoing instrument (containing 11 pages in all) in accordance with the provisions of subsec. 7 of sec. 4756 of the Compiled Statutes of Idaho, this 24th day of April, 1921.

DIRECTORS

Fred W. Gooding
.....
Ben. Kozzaly
.....
W. H. Sutphen
.....
W. T. Albright
.....
W. H. G. G. G.
.....

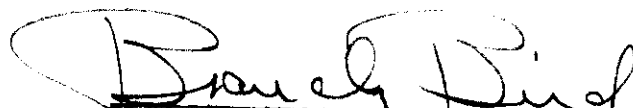
AFFIDAVIT EXPLAINING ANNUAL STATEMENT OF THE BIG WOOD CANAL COMPANY.

STATE OF IDAHO,)
 : ss.
County of Gooding,)

S. T. Baer, being first duly sworn upon his oath deposes and says: That he is the duly appointed, qualified and acting secretary and manager of The Big Wood Canal Company, and makes this affidavit as such official for and on behalf of said corporation.

That for several years last past The Big Wood Canal Company has shown its authorized capital stock, in its annual statement, as being 75,524.2 shares, of the par value of \$1.00; that this number was given rather than the number 150,000 appearing in the original articles of incorporation, for the reason that in a decree filed in the District Court of the United States at Boise, December, 1920, in an action wherein Fred W. Gooding, et al, were plaintiffs and the Idaho Irrigation Company, et al, were defendants, Judge Dietrich, as Federal District Judge, forbade the Idaho Irrigation Company from selling further water or making further contracts with this purpose in view, and also cancelled and annulled certain water contracts theretofore issued; that said decree did not mention a specific figure, but after the same became fully effective and all adjustments and classifications therein required to be made were made, such decree had the effect of limiting the authorized capital stock of said Big Wood Canal Company to 75,524.2 shares; that this was the sole reason for giving this figure in the annual statement of this said corporation.

Subscribed and sworn to before me this 2nd day of July,
1927.


Notary Public, residing at
Gooding, Idaho.

The following resolution was offered by L. J. Meservy:-

"WHEREAS, At the meeting held on September 1, 1922, by resolution duly enacted by the Board of Directors of the Big Wood Canal Company, it was determined that the office or principal place of business of the corporation should be moved from Richfield, Lincoln County, Idaho, to Shoshone, Lincoln County, Idaho, when two-thirds of the stockholders of this corporation should consent in writing to such location and removal,

AND, WHEREAS, The secretary-treasurer was ordered to duly inform all stockholders of this corporation of said proposed change and to accept for filing, the written consent of the stockholders if the same should be given,

AND, WHEREAS, Said secretary now reports that the holders of 50,715.80 shares of stock, same being more than two-thirds of the valid outstanding stock of this Company, have signed and filed with him as secretary their consent in writing to the removal of said office and principal place of business from Richfield, Lincoln Co., Idaho, to Shoshone, Lincoln Co., Idaho,

NOW, THEREFORE BE IT RESOLVED That in pursuance of said resolution heretofore adopted and passed, and in pursuance to the written consent of said stockholders aforesaid duly made and filed with the secretary, as aforesaid, that the office and principal place of business of the Big Wood Canal Company shall be hereafter kept and maintained at Shoshone, Lincoln Co., Idaho, and that a copy of this resolution, duly certified, be filed with the County Recorder of Lincoln Co., Idaho; County Recorder of Gooding Co., Idaho; County Recorder of Blaine Co., Idaho, and with the Secretary of State, of the State of Idaho."

Resolution was seconded by Emil Scheihing; vote in favor of resolution, 5; vote against resolution, 2; the Chair then declared the motion carried.

I, S. T. Baer, hereby certify that I am the duly elected, qualified and acting secretary of the Big Wood Canal Company; that the above and foregoing is a full, true and correct copy of the resolution, duly passed by the Directors of said Company, in regular session, on January 2nd., 1926, said resolution covering the removal of the office and principal place of business of the said Company from Richfield, Lincoln Co., Idaho, to Shoshone, Lincoln Co., Idaho

ITNESS my signature and the seal of the Big Wood Canal Company this 5th. day of January, 1926.


Secretary