

CERTIFICATE OF AMENDMENT OF ARTICLES OF IN-
CORPORATION.

KNOW ALL BY THESE PRESENTS, That we, ~~John~~ Fisher, and
C. E. Lloyd, the President and Secretary, respectively, of the
Last Chance Canal Company, Limited, a corporation organized and
existing under the laws of the State of Idaho; and that we,

J. T. Fisher Charles Mackert
C. E. Lloyd W. D. Miller Jr
J. H. Howard who are the directors of said
corporation and who constitute the Board of Directors, do hereby
certify:

That the Last Chance Canal Company, Limited, is a cor-
poration duly incorporated under the laws of the State of Idaho,
on or about the 10th day of July 1895;
that said corporation at the date of its incorporation and every
since said date has had a capital stock of TEN THOUSAND & NO/100
(10,000.00) DOLLARS, divided into four hundred (400) shares of the
par value of TWENTY-FIVE & NO/100 (25.00) DOLLARS, each, and that
at all times hereinafter mentioned the said ~~four~~ hundred (400)
shares of said stock were issued and outstanding and that said
shares are fully paid up;

That said corporation at the time of its incorporation,
and every since said date, has had the following powers by virtue
of its incorporation as shown by its articles of incorporation;

"That the purposes for which it is formed, are to
acquire, manage, use, distribute and otherwise dispose
of water of the waters of the North Fork of Snake River,
for agricultural and domestic purposes; to construct
dams, canals, conduits, ditches, flumes, headgates and
other works for the diversion, conduit and distribution,
of said waters; to acquire, hold and dispose of rights
of way, and other real property needed for such conduit
and distribution, and to do any and all acts incident to
these, or either of these ends."

That pursuant to a resolution passed by a majority of the directors of said Last Chance Canal Company, Limited, duly held on the 23rd day of March, 1921, at the principal place of business of said corporation in Fremont County, Idaho, the following notice was published in the Fremont County News, a newspaper published in the County of Fremont, State of Idaho, once a week for a period of thirty (30) days prior to the meeting of the stockholders therein referred to and called to be held:

"Notice is hereby given that a special meeting of the stockholders of the Last Chance Canal Company, Limited, a corporation organized and existing under the laws of the State of Idaho, will be held at the Commercial Club Rooms, St. Anthony, Fremont County, Idaho, on Saturday the 23rd day of April, 1921, at the hour of ten o'clock a.m. for the purpose of voting upon and determining the following question, to-wit:

To amend the articles of incorporation of said company as regards the powers of the company, and particularly to enable said company to hold stock in other corporations; To authorize the directors of the corporation to subscribe for its pro rata amount of the capital stock of the North Fork Reservoir Company secured by mortgage on the company property in payment thereof.

Done pursuant to a resolution of the board of directors of said company passed at a special meeting thereof, called for that purpose and held on the 23rd day of March, 1921.

That on the 23rd day of April, 1921, at the hour of ten o'clock p.m. at the principal place of business of said corporation in Fremont County, State of Idaho, at a special meeting of the stockholders of said corporation, the following resolutions were duly passed by a vote representing at least two-thirds of the subscribed capital stock of said corporation.

"Resolved by the stockholders of the Last Chance Canal Company, Limited, a corporation representing more than two-thirds of all the subscribed stock of said corporation at a meeting duly assembled and called by the board of directors of said corporation, the said corporation, the Last Chance Canal Company, Limited, amend the second paragraph of its articles of incorporation, which paragraph reads as follows, to-wit:

"That the purposes for which it is formed are to acquire, manage, use, distribute and otherwise dispose of water of the waters of the North Fork of Snake River, for agricultural and domestic purposes; to construct dams, canals, conduits, ditches, flumes, headgates and other works for the diversion, conduit and distribution, to said waters; to acquire, hold and dispose of rights of way, and other real property needed for such conduct and distribution, and to do any and all acts incident to these, or either of these ends."

That said second paragraph be amended to read as follows, to-wit:

"The objects and purposes for which this corporation is formed are and shall be to furnish and supply its own stockholders, including other corporations, canal irrigation and ditch companies, and municipalities with water for irrigation; domestic, stock and all other beneficial uses and purposes; to locate, patent, appropriate, acquire by purchase, gift, grant or otherwise and sell, lease mortgage, improve, develop and use water rights, water powers, water privileges, water appropriations and rights of way of every kind and character including reservoir and storage sites, rights, privileges, and appropriations; to locate, patent, appropriate, acquire by purchase, gift, grant or otherwise and sell, lease, mortgage, improve, develop and use land and property of every description convenient, proper and necessary for the use of this corporation or for carrying out the objects and purposes herein set forth; to erect, maintain, construct, acquire by purchase, gift, grant or otherwise and sell, mortgage and use canals, ditches, flumes, pipe lines, tunnels, tanks, reservoirs, storage basins, dams, buildings, plants, machinery, fixtures and apparatus necessary, proper and convenient to develop and furnish water for irrigation, domestic, stock and all other beneficial uses and purposes; to acquire, hold or dispose of stock, bonds or other obligations of any corporation formed or to be hereafter formed for the purpose of carrying out any of the kind of business, objects or purposes above indicated.

Without in any particular limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have power to issue stock and bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business; to mortgage or pledge any stock, bonds or other obligations, or any property which may be owned or acquired by it, to secure any bonds, mortgages, contracts or other obligations by it issued or incurred; to guarantee any dividends or bonds or contracts or other obligations; to make and perform contracts of any and all kinds and descriptions; and in carrying on its business, or for the purpose of furthering or attaining any of its objects, to do any and all other acts and things, and to exercise any and all other powers, rights and privileges not inconsistent with the laws of the State of Idaho or of the United States of America."

That the president and secretary of said corporation and a majority of the directors of said corporation shall sign the certificate required by law and that said secretary shall file

a copy of the same in the office of the County Recorder of Fremont County, Idaho and in the office of any other county in which this corporation may have filed its articles of incorporation, and a copy thereof in the office of the secretary of state of the State of Idaho.

That the total number of shares of the subscribed capital stock of said corporation at the time said resolution was passed was four hundred (400).

That the amount of the stock of said meeting of said stockholders of said corporation at the par value there was \$66.00⁰⁰.

That the total vote in the affirmative by which said articles were amended as aforesaid was 268 shares.

That the total vote in the negative by which said articles were amended was None shares.

That paragraph two of the articles of incorporation of said corporation as amended reads as follows, to-wit:

"The objects and purposes for which this corporation is formed are and shall be to furnish and supply its own stockholders, including other corporations, canal, irrigation and ditch companies, and municipalities with water for irrigation, domestic, stock and all other beneficial uses and purposes; to locate, patent, appropriate, acquire by purchase, gift, grant or otherwise and sell, lease, mortgage, improve, develop and use water rights, water powers, water privileges, water appropriations and rights of way of every kind and character including reservoir and storage sites, rights, privileges, and appropriations; to locate, patent, appropriate, acquire by purchase, gift, grant or otherwise and sell, lease, mortgage, improve, develop and use land and property of every description convenient, proper and necessary for the use of this corporation or for carrying out the objects and purposes herein set forth; to erect, maintain, construct, acquire by purchase, gift, grant or otherwise and sell, mortgage and use canals, ditches, flumes, pipe lines, tunnels, tanks, reservoirs, storage basins, dams, buildings, plants, machinery, fixtures and apparatus necessary, proper and convenient to develop and furnish water for irrigation, domestic, stock and all other beneficial use and purposes; to acquire, hold or dispose of stock, bonds or other obligations of any corporation formed or to be hereafter formed for the purpose of carrying out any of the kind of business, objects or purposes above indicated.

Without in any particular limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have in payment for property purchased or acquired, by it, or for any other object in or about its business; or mortgage or pledge any stock bonds or other obligations, or any property which may be owned or acquired by it, to secure any bonds, mortgages, contracts or other obligations by it issued or incurred; to guarantee any dividends or bonds, or contracts or other obligations;

to make and perform contracts of any and all kinds and descriptions; and in carrying on its business, or for the purpose of furthering or attaining any of its objects, to do any and all other acts and things, and to exercise any and all other powers, rights and privileges not inconsistent with the laws of the State of Idaho or of the United States of America."

IN WITNESS WHEREOF, We have hereunto set our hands and caused the corporate seal of said corporation to be affixed this 23rd day of April, A.D. 1921.

LAST CHANCE CANAL COMPANY, LIMITED

BY.

J. T. Fisher
President.
C. E. Lloyd
Secretary

J. T. Fisher
J. E. Stoddard
C. E. Lloyd
Charles H. Smith

Directors of the Last Chance Canal Company, Limited and constituting a majority of the Board of Directors of said Company.

STATE OF IDAHO

COUNTY OF FREMONT.

SS.

J. T. Fisher, and C. E. Lloyd being each first duly sworn depose and say that they are ~~the~~ the president and secretary of the Last Chance Canal Company, Limited, the corporation mentioned in the foregoing certificate; that they have read the foregoing certificate and know the contents thereof and that the same is true of their own knowledge.

Subscribed and sworn to before me this 23rd day of

April, A.D. 1921

Edman Inoué
Notary Public, residing at
St. Anthony, Idaho.