



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

BOISE CITY CANAL COMPANY

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 _____

~~BOISE CITY CANAL COMPANY~~

duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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 6 _____, 19 02 _____



Pete T. Cenarrusa

SECRETARY OF STATE

*_____
Corporation Clerk*

FEB 6 4 17 PM '92
SECRETARY OF STATE

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF BOISE CITY CANAL COMPANY**

A meeting of the members of Boise City Canal Company was held on January 25, 1992, at which time the following Amended and Restated Articles of Incorporation of Boise City Canal Company (the "Amendments") were adopted. A quorum was present at such meeting. The Amendments received the majority of votes which members present at such meeting in person or by proxy were entitled to cast. There are no members entitled to vote as a class.

The Amendments amend each and every article of the original Articles of Incorporation. In addition, Article XI and Article XII were added to the original Articles of Incorporation. Set forth below is the full text of the Articles of Incorporation as amended. These Amended and Restated Articles of Incorporation of Boise City Canal Company supersede the original Articles of Incorporation and all amendments thereto.

Article I.

NAME

The name of the Corporation is Boise City Canal Company.

Article II.

NON-PROFIT STATUS

The Corporation is a non-profit corporation.

Article III.

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

Article IV.

PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. To own, hold and provide for the acquisition, disposition, use, maintenance and preservation of all real and personal property of the Corporation, now owned or hereafter acquired, including, but not limited to, its water, water rights and water appropriations, the diversion dam in the Boise River, the canal, rights-of-way for the canal, headgates, pumps, flow metering or water measuring devices, stock books, minute books, books of account, general corporate records and all other real and personal property used or useful in the operation of the Corporation.

B. To operate the Boise City Canal for the benefit of the members of the Corporation and, to that end, to divert, run, convey and distribute its water to the members into the heads of the laterals of members only or to such other point(s) of diversion as may be approved by the Board of Directors for use by the members for irrigation, municipal, stockwater, fish propagation, aesthetic/wildlife and other beneficial uses.

C. To operate as a mutual ditch or irrigation company within the meaning of Section 501(c)(12) of the Internal Revenue Code of 1986, as amended from time to time,

and, to that end, to derive eighty-five percent (or such other proportion as may from time to time be set forth in Section 501(c)(12) or any amendment thereto or substitute therefor) of its income from the members of the Corporation for the sole purpose of meeting losses and expenses of the Corporation.

D. To exercise all powers granted by law which are necessary and proper to carry out the above-stated purposes. Nothing contained in these Articles shall be deemed to authorize or permit the Corporation to carry out any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article V.

MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act and these Articles and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person who has access to a lateral ditch or pipeline capable of carrying Boise City Canal water to such a person's property from the Boise City Canal or who owns or has a right to use another means of diversion which has been approved by the Board of Directors of the Corporation as to the point of diversion and type of diversion works may become a member of the Corporation. Membership in the Corporation shall be evidenced by shares of stock issued in accordance with Article VI hereof.

Article VI.

PROVISIONS REGARDING SHARES OF STOCK

A. The Corporation shall issue shares of stock to evidence the rights of its members to use the water and water rights of the Corporation. The aggregate number of shares of stock which the Corporation shall have authority to issue is 2400 shares, of one class only. The par value of each share is ten dollars (\$10.00).

B. Shares may only be issued to, held by, transferred to or acquired (whether by operation of law or otherwise) by persons who meet the membership qualifications set forth in Article V of these Articles.

C. Each share of stock shall entitle the owner thereof to divert and apply to beneficial use three-quarters (.75) of a miner's inch of the water of the Corporation.

D. Fractional shares may be issued provided that no member shall be issued or hold less than one full share.

E. Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Treasury shares shall not be voted at any meeting or counted in determining the total number of outstanding shares at any given time.

F. Shareholders of the Corporation shall not have any preemptive rights to purchase of shares of stock of the Corporation.

G. If any member fails to apply to beneficial use the water represented by the share(s) held by such member for a period of three calendar years, then on January 1 of the calendar year following the third calendar year of non-use, the share(s) representing the water which has gone unused shall automatically be forfeited to the Corporation and

shall become and thereafter be held as treasury shares until such time as the Corporation is able to transfer such share(s) to a person who meets the membership qualifications set forth in Article V above.

Article VII.

ASSESSMENTS

The Board of Directors is hereby authorized to fix, levy, collect and enforce by any lawful means payment of assessments on outstanding shares of stock of the Corporation for the purpose of meeting the expenses of the Corporation incurred in the management, operation and maintenance of the Boise City Canal and the protection, preservation and conservation of the water and water rights of the Corporation. Subject to any provisions set forth in the Bylaws regarding assessments, the Board of Directors may fix the amount of assessments from time to time, and make assessments payable at such times or intervals, and upon such notice, and by such methods as the Directors may prescribe. Subject to any provisions set forth in the Bylaws with regard to collection of assessments, assessments shall be enforceable by action at law or by the forfeiture of the shares against which the delinquent assessments were levied, or both, upon notice given in writing to the member liable therefor twenty (20) days before commencement of such action or such forfeiture.

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 five (5) individuals, each of whom at all times shall be

a member of the Corporation. Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

Article IX.

LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) provided for under section 30-322 of the Act; or (iv) for any transaction from which the director derived an improper personal benefit. If, after approval of this Article IX by the members, the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. This Article IX shall not eliminate or limit the liability of a director for any act or omission which occurred prior to the effective date of its adoption. Any repeal or modification of this Article IX by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article X.

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 207 North Third Street, Boise, Idaho 83702, and the name of the registered agent at this office is Joan Ballard.

Article XI.

DISTRIBUTION ON DISSOLUTION

In the event of dissolution of the Corporation, each member, including former members, shall receive such member's proportionate share of the Corporation's property and assets based upon patronage, insofar as is practicable, after paying or providing for the payment of all debts of the Corporation.

Article XII.

BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Bylaws may contain provisions, not inconsistent with law or with these Articles, for the regulation and management of the affairs of the Corporation, for the sale of shares to persons who meet the membership qualifications set forth herein, and for assessments to carry on the business of the Corporation. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws is hereby delegated to the Board of Directors.

IN WITNESS WHEREOF, the President and Secretary have set their hands the

5th day of February, 1992.

BOISE CITY CANAL COMPANY

By: 
Robert Jahn, President

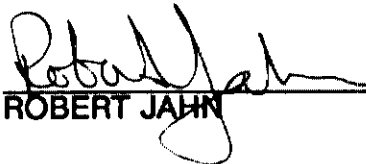
ATTEST:


Alan H. Winkle, Secretary

VERIFICATION

STATE OF IDAHO)
) ss.
County of Ada)

ROBERT JAHN, being first duly sworn, deposes and says that he is the President of BOISE CITY CANAL COMPANY, that he has read the foregoing Amended and Restated Articles of Incorporation of Boise City Canal Company, that he knows the contents thereof, and believes the facts therein to be true.

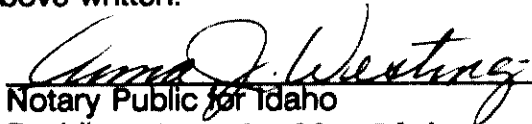


ROBERT JAHN

STATE OF IDAHO)
) ss.
County of Ada)

I, ANNA J. WESTING, a Notary Public, do hereby certify on the 5th day of February, 1992, personally appeared ROBERT JAHN, who being by me first duly sworn, declared that he is the President of BOISE CITY CANAL COMPANY, that he signed the foregoing document, and the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Caldwell, Idaho
My commission expires October 17, 1997.