

# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

*I, IRA H. MASTERS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the*

**IDAHO COUNTY LIGHT & POWER COOPERATIVE ASSOCIATION, INC.,**  
*a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed*  
*in this office on the* **First** *day of* **August** **1938,**

*original articles of amendment, as provided by Section 9 29-145, 29-146 Idaho Code*  
*annotated, amending Section 4, 6 and 7 of the Articles of Incorporation*

*and that the said articles of amendment contain the statement of facts required by law, and are*  
*recorded in Book A- 51 of Record of Domestic Corporations of the State of Idaho.*

*I THEREFORE FURTHER CERTIFY, That Sections 4, 6 and 7 of the Articles*  
*of Incorporation has been amended.*

*IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed*

*the Great Seal of the State. Done at Boise City,*  
*the Capital of Idaho, this* **First** *day*  
*of* **August** *, in the year of our Lord*  
*one thousand nine hundred thirty-* **Eight** *,*  
*and of the Independence of the United States of*  
*America the One Hundred* **Sixty-third** *.*

*Secretary of State.*

1                   ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION  
2                                   Of  
3                   IDAHO COUNTY LIGHT & POWER COOPERATIVE ASSOCIATION, INC.  
4

5                   We, the undersigned Frank H. Arnzen and M. A. Pierce,  
6 respectively the President and Secretary of Idaho County Light &  
7 Power Cooperative Association, Inc., a corporation organized under  
8 and pursuant to the provisions of Chapter 10 of Title 29, Idaho  
9 Code Annotated, 1932, and all laws amendatory thereof and supple-  
10 mental thereto, do hereby certify that at a special meeting of the  
11 members of said Corporation held at the office of Wilbur L. Campbell  
12 in the City of Grangeville, County of Idaho, State of Idaho, on the  
13 28th day of July, 1938, pursuant to waiver of notice of all the  
14 members of the time, place and specific purpose thereof, at which  
15 meeting all of the members were present, the following resolutions  
16 were unanimously adopted:

17                   RESOLVED, that section 4 of article 5 of the ar-  
18 ticles of incorporation of Idaho County Light & Power  
19 Cooperative Association, Inc., be and the same is hereby  
amended to read as follows:

20                   "Section 4. Each member shall be entitled to one  
21 vote and no more upon each matter submitted to a vote  
22 at a meeting of the members. At all meetings of the  
23 members at which a quorum is present all questions  
24 shall be decided by a vote of a majority of the members  
25 present in person or represented by proxy, except as  
26 otherwise provided by law, the articles of incorpora-  
27 tion, or these by-laws. The election of directors  
28 shall be by ballot and each member shall have the right  
to cast as many votes as there are directors to be  
elected at such election, and each member may cast  
the whole number of his or its votes either in person  
or by proxy for one candidate or he or it may distrib-  
ute his or its votes among as many candidates as he or  
it shall see fit. The number of candidates equal to the  
number of directors to be elected receiving the highest  
number of votes shall be elected for the term specified  
in the by-laws of the Corporation."

29                   RESOLVED, that article 5 of the articles of in-  
30 corporation of Idaho County Light and Power Cooperative  
31 Association, Inc., be and the same is hereby further  
32

amended by adding two new sections thereto to read as follows:

"Section 6. At regular annual meetings of the members of the Cooperative at least ten per centum (10%) of the total number of members of the Cooperative present in person shall constitute a quorum for the transaction of business at all meetings of the members so long as the number of members does not exceed one hundred (100), then, and in such case, the members present either in person or represented by proxy at such meetings of the members shall constitute a quorum for the transaction of business at such meetings.

"Section 7. At all special meetings of the members at least 10 per centum (10%) of the total number of members of the Cooperative present in person shall constitute a quorum for the transaction of business at such meetings."

RESOLVED, FURTHER, that the President and Secretary of the Cooperative be and they hereby are authorized and directed to make, execute and acknowledge articles of amendment embracing the foregoing resolutions, and to cause such articles to be filed for record in the manner required by law.

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said Corporation to be hereto affixed this 28th day of July, 1938.

( S E A L )

Frank H. Arnzen  
President

M. A. Pierce  
Secretary

Attest:

M. A. Pierce  
Secretary

STATE OF IDAHO,     :  
                          : ss.  
County of Idaho.    :

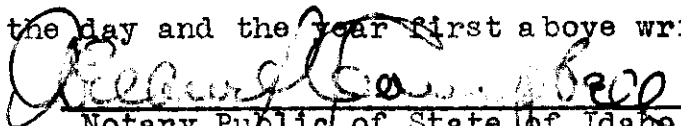
On this 28th day of July, 1938, before me, Wilbur L. Campbell, a Notary Public in and for said County in the State aforesaid, personally appeared Frank H. Arnzen and M. A. Pierce known to be the persons whose names are subscribed to the within

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instrument, and known to me to be the President and Secretary respectively of Idaho County Light & Power Cooperative Association, Inc., and acknowledged to me that they executed the same as President and Secretary respectively of said Corporation.

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

( S E A L, )

  
Notary Public of State of Idaho  
Residing at Grangeville, Idaho.