



ARTICLES OF AMENDMENT (Non-profit)

To the Secretary of State of the State of Idaho
Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned
non-profit corporation amends its articles of incorporation as
follows:

2003 JAN 21 PM 2:31

STATE
SECRETARY

1. The name of the corporation is: FARMERS' CO-OPERATIVE DITCH COMPANY

2. The text of each amendment is as follows:

That the Articles of Incorporation of Farmers' Co-operative Ditch Company be amended to
add a new paragraph eight to read as follows:

Eighth: That the Board of Directors may, from time to time, fix the amount of the tolls,
charges and assessments that this corporation levies and collects from its stockholders, making such
tolls, charges, and assessments payable at such times or intervals, upon such notice, and by such
methods as prescribed by the Board of Directors. No irrigation water shall be delivered to any
stockholder until all tolls, charges and assessments owing to the corporation have been paid. The
Board of Directors may levy and collect such tolls, charges, and assessments in any manner that is
not inconsistent with the laws of the state of Idaho, including, but not limited to: this corporation may
enforce such tolls, charges and assessments by civil action or by the forfeiture and sale of the
stockholder's stock, or both, upon notice given in writing twenty (20) days before the commencement
of such action or such forfeiture and sale.

Attached hereto is a complete copy of the "Amended Articles of Incorporation" of Farmers'
Co-Operative Ditch Company.

3. The date of adoption of the amendment(s) was: January 15, 2003

4. Manner of adoption (check one):

☐ Each amendment consists exclusively of matters which do not require member approval pursuant to
section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)

- a. The number of directors entitled to vote was: _____
b. The number of directors that voted for each amendment was: _____
c. The number of directors that voted against each amendment was: _____

☒ The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was,
therefore adopted by the members. (Please fill spaces below)

- a. The number of members entitled to vote
was: 3,032 shares represented/voted
b. The number of members that voted for each
amendment was: 3,032 shares
c. The number of members that voted against
each amendment was: NONE

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

Dated: January 15, 2003

Signature: Jerry D. Stone

Typed Name: Jerry D. Stone

Capacity: Secretary

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Revised 07/2002

IDAHO SECRETARY OF STATE
01/22/2003 05:00
CK: 9794 CT: 166675 BH: 658138
1 @ 30.00 = 30.00 NON PROF A # 2

C1430

100-121-2-001

**AMENDED
ARTICLES OF INCORPORATION
OF THE
FARMERS' CO-OPERATIVE DITCH COMPANY**

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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation, under the laws of the State of Idaho.

And we hereby certify:

First: That the name of the said Corporation is the "Farmers' Co-Operative Ditch Company".

Second: That the purpose for which it is formed are to acquire water, water appropriations and water rights; Construct or purchase and manage ditches and irrigating canals and use or dispose of the waters for irrigating, domestic, mechanical and mining purposes, and to do all things convenient and useful in conducting said business, the immediate intent being to purchase the canals, water rights, lands, rights of way, franchises, and other property of The Idaho Land and Canal Company in Canyon County, State of Idaho, and particularly the ditch or canal commonly known as the "Sebree Canal", together with its water, water rights, rights of way, franchises and appurtenances, taking the water from the Boise River at a point on the North side of Boise River, at the Caldwell Wagon Bridge, about two miles distant from the City of Caldwell, in Canyon County, Idaho, extending in a North-westerly direction about twenty-three miles, and to enlarge, extend and maintain said canal. To this end it is proposed to interest all those persons holding deeds for water rights from said canal above described and acquire from them deeds for their respective rights in lieu of which stock in this Corporation will be issued to said holders of deeds, each share of stock so issued to represent and carry with it the perpetual right to the use of one cubic inch of water as measured by the mining laws of the United States and of the State of Idaho. Each holder of a water right to be entitled to as many shares of stock as his deed represents inches of water measures as aforesaid. Upon receiving such stock, each holder of a deed to execute to this Corporation a good and sufficient conveyance of his water right as evidenced by said deed. The said conveyance to be executed and delivered, and the said stock issued in lieu thereof upon the express understanding that the grantor retains any priority in

the use of the number of inches of water expressed in said deed which has attached thereto by reason of his use thereof, and the operation of law.

Third: That the place where its principal business is to be transacted shall be Parma, County of Canyon, State of Idaho.

Fourth: That the term of this Corporation shall be perpetual.

Fifth: That the number of its Directors shall be seven (7) and that the names and residences of those who are appointed for the first year, and who will serve until the first annual meeting of the stockholders and until their successors are elected and qualified, are:

George Stafford	P. O. address Caldwell, Canyon County, Idaho.
Russell Smith	P. O. address Caldwell, Canyon County, Idaho.
H. I. McLaughlin	P. O. address Lemp, Canyon County, Idaho.
N. B. Sebree	P. O. address Lemp, Canyon County, Idaho.
S. G. Tucker	P. O. address Lemp, Canyon County, Idaho.
W. B. Mitchell	P. O. address Parma, Canyon County, Idaho.
J. W. Watkins	P. O. address Parma, Canyon County, Idaho.

Sixth: That the amount of the Capital Stock of the corporation shall be One Hundred and Twenty Thousand (120,000) Dollars, divided into Twelve Thousand (12,000) shares of the par value of Ten (10) dollars per share each.

Seventh: That the amount of said Capital Stock which has ben actually subscribed is Sixty Thousand Seven Hundred (60,700) Dollars. And the following are the names of he persons by whom the same has been subscribed, to wit:

Names of Subscribers.	No. of Shares	Amount:
Howard Sebree	960	\$9600.00
B. F. White	640	6400.00
P. H. Lannan	640	6400.00
Fred J. Kiesel	320	3200.00
P. P. Shelby	320	3200.00
H. I. McLaughlin	100	1000.00
Z. S. Barnum	100	1000.00
M. J. Devers	160	1600.00
F. G. Gilbert	40	400.00

William Burnett	40	400.00
Names of Subscribers.	No. of Shares.	Amount:
N. A. Hultz	40	400.00
S. J. Barnum	75	750.00
Bertha Albertson	30	300.00
Lee L. Kurts	55	550.00
A. J. Snyder	50	500.00
W. T. Ball	40	400.00
Mrs. W. H. Bradley	20	200.00
E. P. Gilbert	40	400.00
Roy Vanderpool	60	600.00
G. D. Stafford	90	900.00
Joseph L. Watkins	45	450.00
J. W. Watkins	50	500.00
Otto Geise	60	600.00
Asa Andrews	95	950.00
W. B. Mitchell	65	650.00
N. B. Sebree	65	650.00
S. G. Tucker	50	500.00
J. N. Tucker	25	250.00
James X. Timmins	40	400.00
Mrs. Lena Smith	30	300.00
A. J. Mitchell	35	350.00
P. E. Anderson	20	200.00
Charles Kurtz	20	200.00
R. H. Stockton	10	100.00
F. R. Fouch	75	750.00
H. S. Stockton	10	100.00
J. H. Stockton	30	300.00
Isaac Sharder	15	150.00
Charles Ferguson	50	500.00

Campbell Bros.	40	400.00
Names of Shareholders.	No. of Shares.	Amount
Russell Smith	40	400.00
Henry Vinson	40	400.00
L. Ehlers	40	400.00
M. Conway	50	500.00
G. W. Dement	30	300.00
E. A. Talbot	80	800.00
L. E. Bebb	20	200.00
Robert Hamilton	80	800.00
W. J. Hartmann	50	500.00
McCullom & Woods	60	600.00
Tom Conway	40	400.00
Charles Mortier	40	400.00
Gahley Bros.	100	1000.00
Lee Durnil	20	200.00
James B. Mansell	10	100.00
Mrs. M. E. Glenn	40	400.00
Fred Specht	40	400.00
Ben Parrish	5	50.00
Tommy Burns	30	300.00
Stephen Dietrick	55	550.00
N. Baker	20	200.00
H. A. Baker	40	400.00
William Siedenberg	30	300.00
J. N. Atkins	10	100.00
W. Bischoff	35	350.00
J. C. Smith	40	400.00
J. O. Johnson	120	1200.00
J. M. Demo	25	250.00
Jacob Tevebaugh	25	250.00

C. L. Willits	25	250.00
Names of Subscribers.	No. of Shares	Amount:
N. S. Miller	80	800.00
V. D. Hannah	100	1000.00

Eighth: That the Board of Directors may, from time to time, fix the amount of the tolls, charges and assessments that this corporation levies and collects from its stockholders, making such tolls, charges, and assessments payable at such times or intervals, upon such notice, and by such methods as prescribed by the Board of Directors. No irrigation water shall be delivered to any stockholder until all tolls, charges and assessments owing to the corporation have been paid. The Board of Directors may levy and collect such tolls, charges, and assessments in any manner that is not inconsistent with the laws of the State of Idaho, including, but not limited to: this corporation may enforce such tolls, charges and assessments by civil action or by the forfeiture and sale of the stockholder's stock, or both, upon notice given in writing twenty (20) days before the commencement of such action or such forfeiture and sale.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this fifteenth day of April in the year of our Lord One thousand nine hundred and two.

N. B. Sebree	(Seal)
J. W. Watkins	(Seal)
H. I. McLaughlin	(Seal)
Lee L. Kurts	(Seal)
F. G. Gilbert	(Seal)
G. D. Stafford	(Seal)
F. R. Fouch	(Seal)
J. X. Timmins	(Seal)
S. G. Tucker	(Seal)
M. C. Farley	(Seal)
Russell M. Smith	(Seal)
W. B. Mitchell	(Seal)
William Siebenberg	(Seal)
Howard Sebree	(Seal)

State of Idaho)
)ss.

County of Canyon)

On this sixteenth day of April in the year one thousand nine hundred and two, before me Frank J. Smith a Notary Public in and for the County of Canyon, personally appeared, N. B. Sebree, J. W. Watkins, H. I. McLaughlin, Lee L. Kurts, F. G. Gilbert, G. D. Stafford, F. R. Fouch, J. X. Timmins, S. G. Tucker, M. C. Farley, Russell M. Smith, W. B. Mitchell, William Siebenberg and Howard Sebree, known to me to be the persons whose names are subscribed to the annexed instrument, and acknowledged to me that they executed the same.

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

Frank J. Smith
Notary Public

(NOTARIAL SEAL)

Amendments No. 1 and No. 2 are attached hereto and are incorporated into the foregoing "Amended Articles of Incorporation".


AMENDMENTS TO
ARTICLES OF INCORPORATION
of
FARMERS' CO-OPERATIVE DITCH COMPANY.

Amendment No. 1.

That Paragraph 4, of the Articles of Incorporation of Farmers' Co-Operative Ditch Company, be, and the same is hereby amended to read as follows:-

"Fourth: That the term of this corporation shall be perpetual."

IN WITNESS WHEREOF, We have hereunto set our hands and seals at Parma, Idaho, this 21st day of January, 1952.



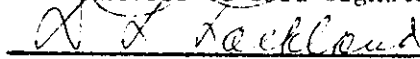
President, Farmers' Co-Operative
Ditch Company. (SEAL)


Attest:



Secretary, Farmers' Co-Operative
Ditch Company (SEAL)

Witnesses to said Signatures:






Page #2. Amendment, etc.

State of Idaho, }
County of Canyon, } ss.

On this 21st day of January, 1952, before me, C. J. KNIEFEL, a Notary Public in and for said State, personally appeared ERNEST ANDERSON, President, and AGNES L. ANDERSON, Secretary, respectively, of the Farmers' Co-Operative Ditch Company, a corporation, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the said instrument in their respective official capacities.

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 Parma, Idaho.

CERTIFICATE.

I, AGNES L. ANDERSON, Secretary of the Farmers' Co-Operative Ditch Company, hereby certify that I am the duly qualified and acting Secretary of the Farmers' Co-Operative Ditch Company, and that at the Annual Meeting, published notice of which was given according to law, held in the Community House of Parma, Idaho, at 2:00 o'clock P. M., on Monday, January 21st, 1952, at which more than two-thirds of the outstanding capital stock, namely, 5985 shares out of 8184½ shares outstanding, of the Farmers' Co-Operative Ditch Company, were present and voting, the foregoing amendment to the Articles of Incorporation of the Farmers' Co-Operative Ditch Company was unanimously adopted.

Dated and certified to at Parma, Idaho, this 21st day of January, 1952. Agnes L. Anderson Secretary.

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FARMERS' CO-OPERATIVE DITCH COMPANY

Amendment No. 2

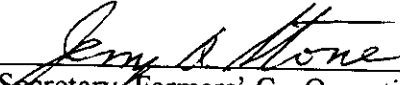
That the Articles of Incorporation of Farmers' Co-Operative Ditch Company be amended to add a new paragraph eight to read as follows:

Eighth: That the Board of Directors may, from time to time, fix the amount of the tolls, charges and assessments that this corporation levies and collects from its stockholders, making such tolls, charges, and assessments payable at such times or intervals, upon such notice, and by such methods as prescribed by the Board of Directors. No irrigation water shall be delivered to any stockholder until all tolls, charges and assessments owing to the corporation have been paid. The Board of Directors may levy and collect such tolls, charges, and assessments in any manner that is not inconsistent with the laws of the State of Idaho, including, but not limited to: this corporation may enforce such tolls charges and assessments by civil action or by the forfeiture and sale of the stockholder's stock, or both, upon notice given in writing twenty (20) days before the commencement of such action or such forfeiture and sale.

IN WITNESS THEREOF, We have hereunto set our hands and seals at Parma, Idaho, this 15th day of January, 2003.


_____(Seal)
Vice-President, Farmers' Co-Operative Ditch Company

Attest:


_____(Seal)
Secretary, Farmers' Co-Operative Ditch Company

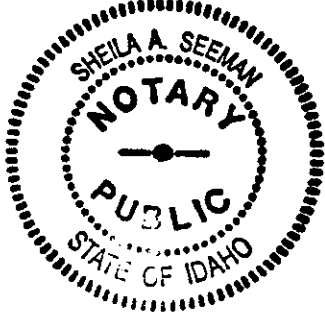
State of Idaho)

)ss.

County of Canyon)

On this 15th day of January, 2003, before me, Sheila Seeman, a Notary Public in and for the State of Idaho, personally appeared ROD NIELSEN, Vice-President, and JERRY D. STONE, Secretary, respectively, of the Farmers' Co-Operative Ditch Company, a corporation, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the said instrument in their respective official capacities.

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



Sheila Seeman
 Notary Public for Idaho
 Residing at Parma, Idaho
 My Commission expires: March 17, 2004

CERTIFICATE

I, JERRY D. STONE, Secretary of the Farmers' Co-Operative Ditch Company, hereby certify that I am the duly qualified and acting Secretary of the Farmers' Co-Operative Ditch Company, and that at the Annual Meeting, published notice of which was given according to law, held in the office of Jerry D. Stone, CPA, Chartered, at 2:00 o'clock P. M. on Wednesday, January 15, 2003, at which 3032 shares of the Farmers' Co-Operative Ditch Company were represented. The 3032 shares of Farmers' Co-Operative Ditch Company, voting either in person or by proxy, unanimously adopted the foregoing amendment to the Articles of Incorporation of Farmers' Co-Operative Ditch Company.

Dated and certified to at Parma, Idaho, this 15th day of January, 2003.

Jerry D. Stone
 Jerry D. Stone, Secretary