



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

TWIN FALLS CANAL COMPANY

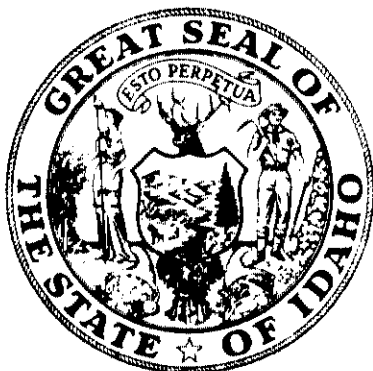
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of

TWIN FALLS 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 January 28, 19 88



Pete T. Cenarrusa

SECRETARY OF STATE

Lilly J. Cook
Corporation Clerk

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF

REC'D
SEC
28 JAN 28 AM 8 00

TWIN FALLS CANAL COMPANY

Pursuant to the provisions of §§ 30-1-61, 30-1-54 and 30-1-5 of the Idaho Business Corporation Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST:

The name of the corporation is Twin Falls Canal Company.

SECOND:

The following Amendments to the Articles of Incorporation were adopted by the shareholders at a regular shareholders' meeting duly called and noticed for the purpose of voting on proposals to amend the Articles and Bylaws of the corporation on January 12, 1988, at the offices of the Company at 163 Second Avenue West, Twin Falls, Idaho, in the manner prescribed by the Idaho Business Corporation Act and Idaho Code § 30-1-5.

That a new paragraph be added to Article VI of the Articles of Incorporation to read as follows:

All present or past directors, officers, employees or agents of the corporation and the heirs or personal representatives of such person, shall be indemnified and may be advanced expenses by the corporation if said person was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses

(including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action proceeding, had no reasonable cause to believe his conduct was unlawful and is so determined in accordance with Idaho Code § 30-1-5(d), and if so determined such person shall be entitled to all the other benefits as set out in Idaho Code § 30-1-5 and shall have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, officer, employee or agent; provided that this provision shall not eliminate or limit the liability of such person (i) for any breach of the duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 30-1-48, Idaho Code, or (iv) for any transaction from which such person derived an improper personal benefit. This section shall not eliminate or limit the liability of such person for any act or omission occurring prior to the date when this section becomes effective.

THIRD:

The number of shares of the corporation outstanding at the time of such adoption was 202,706 and the number of shares entitled to vote thereon was the same.

FOURTH:

The number of shares voted for the amendment for the addition of a new paragraph to Article VI was 25,730 and the number of shares voted against such amendment was 26.

DATED this 26th day of January, 1988.

TWIN FALLS CANAL COMPANY

By: Robert Reichert
Its President

By: Robert W. Schaer
Its Secretary

VERIFICATION

STATE OF IDAHO)
) ss.
County of Twin Falls)

I, John A. Rosholt, a Notary Public, do hereby certify that on this 26th day of January, 1988, personally appeared before me Robert Reichert and Robert W. Schaer, who, being by me first duly sworn, declared that they were the President and Secretary, respectively, of the Twin Falls Canal Company, an Idaho corporation, that they signed the foregoing Articles of Amendment to the Articles of Incorporation as President and Secretary of the corporation, and that the statements therein contained are true.

John A. Rosholt
NOTARY PUBLIC FOR IDAHO
Residing at: Twin Falls
Commission Expires: 1992

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