



CERTIFICATE OF AMENDMENT
OF

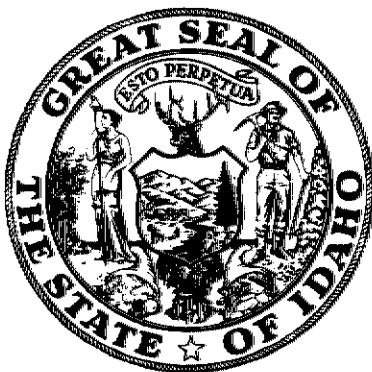
KINGSWOOD, INC.

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 _____
KINGSWOOD, INC.

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 _____ December 21, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED

'79 DEC 21 AM 8 31

AMENDMENT OF ARTICLES OF INCORPORATION

'79 DEC 6 AM 8 51

SECRETARY OF
STATE

KINGSWOOD, INC.

SECRETARY OF
STATE

(In Triplicate)

Amendment of Articles of Incorporation of KINGSWOOD, INC., A non-profit corporation organized under the laws of the State of Idaho, executed by Tim Olsen, of Coeur d'Alene, Idaho, its President, and Robert L. Cone, Coeur d'Alene, Idaho, its Secretary:

1. The corporation was organized on June 9, 1971.
2. The corporation, on the proposal of its Board of Directors by resolution duly adopted by said Board of Directors setting forth the proposed amendment and directing that the same be submitted to a vote of the members entitled to vote in respect thereof at a designated meeting of such members, and on the adoption thereof by said members at such meeting as provided by law, does hereby, by Tim Olsen, its President, and Robert L. Cone, its Secretary, execute and acknowledge the following:

WHEREAS, the Board of Directors and the members of KINGSWOOD, INC., desire to amend the Articles of Incorporation of said KINGSWOOD, INC. as follows:

To add to Article IV a section (e) to read as follows:

- (e) To purchase, lease, take, appropriate, hold, own, or otherwise acquire, and to maintain and operate roads and sewage systems and acquire, purchase, lease, take, appropriate, own, hold, build, maintain and operate all works of any kind or nature necessary or convenient for this purpose, within or upon any and all real

property owned by any members of this association, present or future, or as reasonable necessary to provide benefits to such property and members and to further the purposes set forth herein.

Now, therefore, BE IT RESOLVED that the Articles of Incorporation be, and they hereby are, amended by the addition of Article IV, Section (e), all as stated hereinabove, so that the Articles of Incorporation, as amended, shall read as follows:

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all of whom are of legal age and citizens of the United States, have this day associated ourselves and do hereby and by these Articles of Incorporation unite and associate ourselves for the purpose of forming a corporation under Title 30, Chapter 10, Idaho Code, and we hereby acknowledge, enter into, and adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be KINGSWOOD, INC.

ARTICLE II.

The period of the duration of this corporation shall be perpetual.

ARTICLE III.

The location and post office address of the registered office in the State of Idaho shall be P. O. Box 1835
Coeur d'Alene, Idaho 83814.

ARTICLE IV.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, this corporation shall have the following purposes and powers:

- (a) To purchase, lease, take, appropriate, hold, own, or otherwise acquire, and to maintain and operate

water and irrigation rights and acquire, purchase, lease, take, appropriate, own, hold, build, maintain and operate all works of any kind or nature necessary or convenient for the appropriation, diversion, storage, transportation and distribution or use of water for irrigation, industrial and domestic uses, and for any other purpose for which water may be applied, within or upon any and all real property owned by any members of this association, present or future, or as reasonably necessary to provide water to such property and members and to further the purposes set forth herein.

(b) To do each and every thing necessary, suitable or proper, in the judgment of the directors of this association, for the accomplishment of any of the purposes or attainments of the objects or which shall at any time appear conducive to or expedient for the interest or benefit of the association, and the members thereof.

(c) The association shall make no profits for itself from any of its activities, but all of its operations shall be for the mutual benefit of its members only and shall be cooperative in character.

(d) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (12) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

(e) To purchase, lease take, appropriate, own, hold, or otherwise acquire, and to maintain and operate roads and sewage systems and acquire, purchase, lease, take, appropriate, own, hold, build, maintain and operate all works of any kind or nature necessary or convenient for this purpose, within or upon any and all real property owned by any members of this association, present or future, or as reasonable necessary to provide benefits to such property and members and to further the purposes set forth herein.

ARTICLE V.

Corporations, associations and co-partnerships, as well as persons, may become members of this corporation subject to any restriction thereof by the constitution or laws of the State of Idaho.

ARTICLE VI.

Membership certificates shall be issued to each member. Memberships shall not be granted or assigned, nor shall membership certificates be transferred, except by resolution of the Board of Directors and under such regulations as may be prescribed by the Bylaws of the corporation.

ARTICLE VII.

This corporation shall at all times be mutual in character and, to that end, the corporation will at all times keep and maintain records of the equity interest of each member, regardless of the time when such membership is or was held, and solely on a patronage basis, in and to the capital assets of the corporation accrued from or acquired with any excess funds retained by the corporation for the purpose of retiring capital indebtedness, expanding assets, making investments, or similar purposes. Upon distribution of any such assets, upon dissolution of the corporation, said assets shall be distributed to the past and present members strictly in accordance with such records and on the basis of the patronage of the corporation by each such member.

ARTICLE VIII.

Except for debts lawfully contracted between him and the corporation, no member shall be liable for the debts of the corporation to an amount exceeding the sum remaining unpaid on his membership fee, including any unpaid balance on any promissory notes given in payment thereof.

ARTICLE IX.

The management of the corporation will be vested in a Board of Directors; the number of Directors shall be not less than five (5), and the qualifications, term of office, manner of election, time and place of meeting, powers and duties of Directors, shall be as are prescribed by the Bylaws of the corporation.

ARTICLE X.

The Bylaws of this corporation may be altered, amended

or new Bylaws adopted at any regular meeting or at any special meeting of the members called for that purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting, provided a quorum, as specified in the Bylaws, be present.

ARTICLE XI.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Idaho, and all rights conferred upon the members of the corporation herein are granted subject to this reservation.

ARTICLE XII.

The names and post offices addresses of each of the Directors are as follows:

| <u>NAME OF DIRECTOR</u> | <u>ADDRESS</u> |
|-------------------------|---|
| <u>Tim Olson</u> | <u>Route 3, Box 427-Y</u> <u>Coeur d'Alene, ID 83814</u> |
| <u>David McKeown</u> | <u>Route 3, Box 428-K</u> <u>Coeur d'Alene, ID 83814</u> |
| <u>Robert Cone</u> | <u>Route 3, Box 426-Z</u> <u>Coeur d'Alene, ID 83814</u> |
| <u>William Finney</u> | <u>Route 3, Box 472</u> <u>Coeur d'Alene, ID 83814</u> |
| <u>Gary Sprinkle</u> | <u>P. O. Box 423</u> <u>Coeur d'Alene, ID 83814</u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 30th day of November, 1979.

David M. McKeown
Tim S. Olson
R. L. Cone
William V. Finney
J. R. H.

Resolved further that said amendment is hereby adopted
and approved.

3. The above amendment has been adopted by more than
two-thirds of the members entitled to vote thereon at a
special meeting held October 29, 1979, as required
by the laws of the State of Idaho, and the Articles of Incorporation of KINGSWOOD, INC.

Executed by the undersigned in triplicate original at
P. O. Box 1835, Coeur d'Alene, Idaho, on November 30,
1979.

Tim S. Olson
Tim Olsen, President

ATTEST:

Robert L. Cone
Robert L. Cone, Secretary

STATE OF IDAHO)
) ss
County of Kootenai)

I, the undersigned, a Notary Public in and for the above named County and State, do hereby certify that on the 30th day of November, 1979, personally appeared before me Tim Olsen and Robert L. Cone, known to me to be the President and Secretary respectively of the corporation described in the foregoing instrument, and acknowledged to me that they signed and sealed the same as their free and voluntary act and deed for the used and purposes therein mentioned.

GIVEN under my hand and official seal the day and year last above written.

James V. Boyer
Notary Public for Idaho, residing
at Coeur d'Alene. My commission
expires: *life*

STATE OF IDAHO

COUNTY OF Kootenai

} SS

I, Jane V. Boyer, a notary public, do hereby
certify that on this 18th day of December, 19 79,
personally appeared before me TIM OLSON, who, being by me
first duly sworn, declared that he is the PRESIDENT of
KINGSWOOD, INC.

that he signed the foregoing document as PRESIDENT
of the corporation, and that the statements therein contained are true.

(Notary Seal)

Jane V. Boyer
Notary Public for Idaho
Residing at: Coeur d'Alene
My Commission Expires: Life