

## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, 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

*MOUNTAIN VIEW IRRIGATION COMPANY, INC.*

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the *5th* day of *November* 19 *75*, original articles of amendment, as provided by Sections of *Idaho Code*

and that the said articles of amendment contain the statement of facts required by law, and are recorded on <sup>be</sup> ~~film~~ *microfilm* of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 *5th* day of *November*,  
A. D., 19 *75*.

Secretary of State

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF MOUNTAIN VIEW IRRIGATION COMPANY, INC.

This is to certify that a special meeting of the Board of Directors of the Mountain View Irrigation Company, Inc., a corporation, organized under the laws of the State of Idaho, was held on the 28th day of March, 1975, in Twin Falls, Idaho, pursuant to notice duly given in compliance with the by-laws of said company; that a quorum of directors of said company was present and that at said meeting the following resolution was proposed:

WHEREAS, The first paragraph on page one of the Articles of Incorporation of Mountain View Irrigation Company, Inc declares the purpose of forming the corporation to be pecuniary profit; and

WHEREAS, The true purpose of this company is to serve its members only, and therefore the stock can have no value by itself due to the nature of the business of the company, and that for each acre of land owned or to be acquired pursuant to Desert Land Entry or Carey Act the shareholders shall be entitled to delivery of one share of water, and

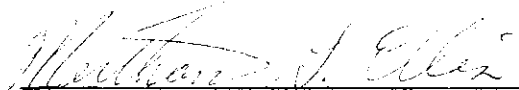
WHEREAS, The company has acquired water rights from the Department of Reclamation of the State of Idaho in the Snake River, in Twin Falls County, Idaho, and desires to raise capital to put this water to a beneficial use by issuing a portion of its authorized shares under an exemption from

registration within the Idaho Securities Act, to-wit; Idaho Code 30-1434(12); and


WHEREAS, A majority of the stockholders of Mountain View Irrigation Company, Inc. have signed a written consent of stockholders to amendment of the Articles of Incorporation;

NOW, THEREFORE, BE IT RESOLVED, That the first paragraph on page one of the Articles of Incorporation be amended to read that Mountain View Irrigation Company, Inc. is a co-operative association and a non-profit corporation formed under the laws of the State of Idaho for purposes which do not include pecuniary profit as an object.

DATED this 3rd day of November, 1975.

  
Merthan Ellis, President

ATTEST:

  
Ray Ruffing, Secretary

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

On this 3rd day of November, 1975, before me, the undersigned, a Notary Public for Idaho, personally appeared MERTHAN ELLIS, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

Sharon Shull  
Notary Public for Idaho  
Residing at Twin Falls, Idaho

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

On this 3rd day of November, 1975, before me, the undersigned, a Notary Public for Idaho, personally appeared RAYMOND RUFFING, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

Sharon Shull  
Notary Public for Idaho  
Residing at Twin Falls, Idaho

**WALKER & KENNEDY**  
ATTORNEYS AND COUNSELORS AT LAW  
BANK OF IDAHO BUILDING  
POST OFFICE BOX 23  
**TWIN FALLS, IDAHO 83301**  
TELEPHONE (208) 733-3083

LLOYD J. WALKER  
JAMES L. KENNEDY, JR.  
CLINTON E. JACOB  
KEVIN F. TRAINOR  
R. MICHAEL REDMAN

Twin Falls Office  
November 3, 1975

KETCHUM-SUN VALLEY OFFICE  
GIACOBBI SQUARE  
POST OFFICE BOX 437-A  
KETCHUM, IDAHO 83340  
TELEPHONE (208) 726-5861

Mrs. Margaret Lawrence  
Corporation Clerk  
Secretary of State  
Statehouse  
Boise, Idaho 83700

Re: Mountain View Irrigation

Dear Mrs. Lawrence:

Enclosed please find Shareholders' Consent Forms and Certificate of Amendment to the Articles of Incorporation for the Mountain View Irrigation Company.

In May of this year, the corporation, desiring to issue more securities, attempted to obtain an exemption under the Idaho Securities Act. The exemption was denied because the corporation, which at all times has been intended to be a non-profit corporation, had inadvertently provided in its articles that it was organized for profit.

We have filed the enclosed papers with you in order to formally declare the purpose of the corporation to be non-profit in order to be exempt under Idaho Code 30-1434(12) as a cooperative corporation organized pursuant to Idaho Code 30-117(a).

Sincerely yours,

WALKER & KENNEDY



Kevin F. Trainor

KFT/ss

Enclosures

NOW, THEREFORE, Be it resolved that the first paragraph on page one of the Articles of Incorporation be amended to read that the purpose for forming this cooperative association under the laws of the State of Idaho is not for any object of pecuniary profit.

IN WITNESS WHEREOF, Each of the undersigned has hereunto signed his name and the date of signing entitled to vote upon the amendment of said Articles of Incorporation of the character of the foregoing amendment.

DATE \_\_\_\_\_

[illegible]

WHEREAS, at a special meeting of the board of directors of Mountain View Irrigation, Inc., an Idaho corporation, held at Twin Falls, Idaho, on the 28th day of March, 1975, at which meeting at least a majority of the members of said board of directors were present and acting, the following resolutions were adopted by the vote of a majority of the directors of said corporation:

NOW, THEREFORE, Be it resolved that the first paragraph on page one of the Articles of Incorporation be amended to read that the purpose for forming this cooperative association under the laws of the State of Idaho is not for any object of pecuniary profit.

NOW, THEREFORE, Each of the undersigned shareholders of said corporation collectively, being the holders and owners of more than two-thirds of the outstanding stock of said corporation, does hereby adopt, approve and consent to the foregoing amendment of said Articles of Incorporation, and does hereby consent that the first paragraph on page one of the Articles of Incorporation be amended to read as herein set forth.

IN WITNESS WHEREOF, Each of the undersigned has hereunto signed his name and the date of signing entitled to vote upon the amendment of said Articles of Incorporation of the character of the foregoing amendment.

NAME

DATE

<u>Ed J. Speth</u>	<u>3/28/75</u>
<u>Robert Walker</u>	<u>10/7/75</u>
<u>Lloyd Walker</u>	
<u>William J. ...</u>	<u>10/31/75</u>
<u>James L. ...</u>	<u>10/31/75</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

12/7/75  
 12/7/75



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NAME	DATE
<u>Robert Thompson</u>	<u>9/26/75</u>
<u>Frank Thompson</u>	<u>9/26/75</u>
<u>Richard Kruter</u>	<u>9/29/75</u>
<u>Edith Kruter</u>	<u>9/29/75</u>
<u>Carl Welch</u>	<u>10/6/75</u>
<u>Edna Welch</u>	<u>10/6/75</u>
<u>John H. Haggard</u>	<u>10/16/75</u>
<u>Raymond Ruffing</u>	<u>10-21-75</u>
<u>James H. Haggard</u>	<u>10-21-75</u>
<u>  /  </u>	<u>  </u>
<u>  </u>	<u>  </u>
<u>  </u>	<u>  </u>

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IN WITNESS WHEREOF, Each of the undersigned has hereunto signed his name and the date of signing entitled to vote upon the amendment of said Articles of Incorporation of the character of the foregoing amendment.

NAME	DATE
<u>Donald E. Stander</u>	<u>Oct. 4, 1975</u>
<u>Mary C. Stander</u>	<u>Oct. 4, 1975</u>
<u>Louise Stander</u>	<u>Oct. 4, 1975</u>
<u>John Stander</u>	<u>Oct. 4, 1975</u>
<u>Richard W. Stander</u>	<u>Oct. 6, 1975</u>
<u>Nels H. Williams</u>	<u>Oct. 6, 1975</u>
<u>[Signature]</u>	<u>Oct. 13, 1975</u>
<u>[Signature]</u>	<u>Oct. 13, 1975</u>
<u>Bill Thomas</u>	<u>Oct. 13, 1975</u>
_____	_____
_____	_____
_____	_____

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IN WITNESS WHEREOF, Each of the undersigned has hereunto signed his name and the date of signing entitled to vote upon the amendment of said Articles of Incorporation of the character of the foregoing amendment.

NAME	DATE
<u>Daniel Y. Potnick</u>	<u>9/26/75</u>
<u>Jarrett L. Wells</u>	<u>9/26/75</u>
<u>Benjamin D. Christensen</u>	<u>9/27/75</u>
<u>Joseph T. Potnick</u>	<u>9/27/75</u>
<u>Wayne W. Potnick</u>	<u>9/27/75</u>
<u>Edward T. Potnick</u>	<u>9/29/75</u>
<u>Robert D. Potnick</u>	<u>9/29/75</u>
<u>J. T. Blum</u>	<u>9/30/75</u>
<u>Bill M. Chronic</u>	<u>9/30/75</u>
<u>John R. Blum</u>	
<u>John R. Blum by Thomas Blum</u>	
<u>C. Bruce Major</u>	<u>10/6/75</u>