

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

BIG WOOD CANAL COMPANY

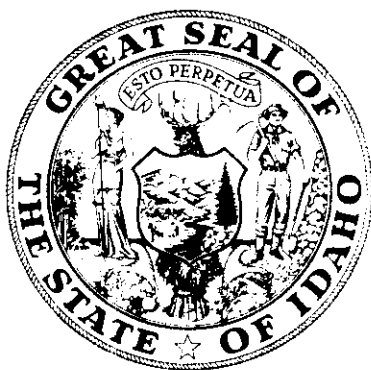
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

BIG WOOD CANAL COMPANY

duly signed and verified pursuant to the provisions of the Idaho Business 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 4 19 80



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

CERTIFICATE OF ARTICLES OF AMENDMENT

OF THE
BIG WOOD CANAL COMPANY
A CORPORATION
SECRETARY OF STATE
SHOSHONE, IDAHO

DEC 9 2 34 PM '80
SECRETARY

Donald Sandy, the duly elected, qualified and acting president and Dorothy Silva, the duly appointed, qualified and acting secretary of the Big Wood Canal Company, a corporation, hereby make and issue the following Certificate of Proceedings of the Big Wood Canal Company had November 12, 1980, and previous thereto:

Under date of August 1st, 1980, at a regular meeting of the Board of Directors of the Big Wood Canal Company held at the registered office of said corporation at Shoshone, Idaho, at which meeting Nine (9) of the Nine (9) of the directors of the said Corporation were present in person, the following proceedings were had:

A Motion was made by Director Johnson that a proposal be made to the stockholders that the Articles of Incorporation of the Big Wood Canal Company be amended by adding thereto an Article as follows:

ARTICLE NO. 8

To generate, manufacture, purchase, acquire, and accumulate electric energy and to transmit, distribute, furnish, sell, and dispose of such electric energy; and to acquire and hold water and flowage rights; and to construct, erect, purchase, lease as lessee, and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease, as lessor, exchange and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment and transmission and distribute lines or systems necessary, convenient, or useful for carrying out and accomplishing any of the foregoing purposes.

Said Motion was seconded by Stockholder Mulder and carried unanimously.

That in accord with the foregoing directions, Notice of the Annual Meeting of the Stockholders of Big Wood Canal Company was given by publication in the manner and for the time directed, such Notice being published in the Lincoln County Journal, which is

published at Shoshone, Idaho where said corporation has its principal place of business, Affidavit of Publication being attached hereto and by this reference made a part of this Certificate as fully as though copied here and at length.

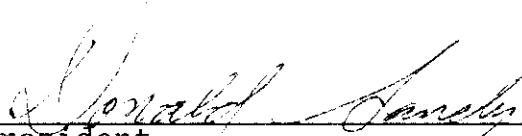
Pursuant to said Notice in the foregoing direction of the directors, the matter of amending the Articles of Incorporation of the Big Wood Canal Company was called up for consideration before the annual meeting of the stockholders of the corporation at its regular annual meeting held at its registered office in Shoshone, Idaho, November 12th, 1980 at 10 o'clock a.m. on said day; that at such meeting share holders representing 1,484.56 shares of the stock of the corporation were present in person; that there are a total of 74,594.8 shares outstanding of said corporation; that at such meeting Motion was made by stockholder Jerry Nance that it being for the best interest of the stockholders of the Big Wood Canal Company that the Articles of the Incorporation be amended by adding thereto Article No. 8 to read as follows:

ARTICLE NO. 8

To generate, manufacture, purchase, acquire, and accumulate electric energy and to transmit, distribute, furnish, sell, and dispose of such electric energy; and to acquire and hold water and flowage rights; and to construct, erect, purchase, lease as lessee, and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease as lessor, exchange and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment and transmission and distribution lines or systems necessary, convenient, or useful for carrying out and accomplishing any of the foregoing purposes.

The said Motion was seconded by stockholder Floyd Kisling and after discussion upon role call the same was unanimously carried and the president so Ordered.

IN WITNESS whereof we have hereunto set our hands the 12th day of November, 1980.

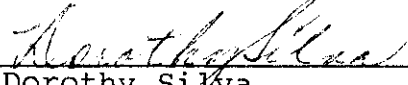

President
Big Wood Canal Company


Secretary
Big Wood Canal Company

STATE OF IDAHO)
) ss.
County of Lincoln)

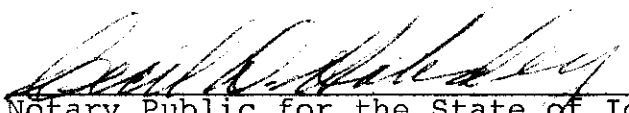
Dorothy Silva being first duly sworn upon her oath proposes and says:

That she is the duly appointed, qualified and acting secretary of the Big Wood Canal Company; that she served as secretary in the meeting of the Annual Meeting of the Stockholders of the said canal company, the proceedings of which stockholders meeting are reflected in the foregoing pages; that she has read the foregoing and hereunto attached record of the proceedings of said meeting of Stockholders and knows the contents thereof and believes the statements therein to be true and correct.



Dorothy Silva

SUBSCRIBED AND SWORN to before me this 12th day of November, 1980.



Notary Public for the State of Idaho;
Residing at Gooding, Idaho.

(Paste Here)

10-10-1968