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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF AMENDMENT

KNOW ALL MEN BY THESE PRESENTS:

THAT all the directors of **WATER USERS' ASSOCIATION OF THE BROADFORD SLOUGH AND ROCKWELL BYPASS LATERAL DITCHES, INC.**, have unanimously voted to amend the Articles of Incorporation filed May 3, 2002, and in support thereof submit the following Articles of Amendment:

ARTICLE I.

The amendments so adopted are as follows:

Article VI. of the Articles of Incorporation is amended to read as follows:

ARTICLE VI MEMBERSHIP

Interest in this non-profit corporation shall be memberships, all of single class, evidenced by certificates of membership. Every owner of an Idaho state water right either (a) validly entitled to be conveyed through either the Broadford Slough lateral ditch or the Rockwell Bypass lateral ditch; or (b) that has been transferred out of the Rockwell Bypass as a saved water right, but whose right to use such water is dependent upon maintenance of sufficient flows in the Rockwell Bypass as required in the Rockwell Decree dated August 25, 1949, shall be a member of the corporation, and upon either (a) receiving water through either of said lateral ditches; or (b) being able to divert such transferred water, shall be deemed to consent to membership, and to the provisions of these Articles of Incorporation and the By-laws of this corporation, as the same may now read or are hereafter duly amended to read. Such membership shall at all times be identified with, and be appurtenant to, the ownership of said water rights. Should any of said water rights, or any portion thereof, be transferred by sale or otherwise, all such transferees shall, upon acceptance of the transfer, become members of the corporation. No person or entity who is not the owner of a water right either (a) conveyed through the Broadford Slough lateral ditch or the Rockwell Bypass lateral ditch; or (b) validly transferred from the Rockwell Bypass to another point of diversion, shall become or remain a member of the corporation.

IDaho SECRETARY OF STATE
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Article VII. of the Articles of Incorporation is amended to read as follows:

ARTICLE VII
MEMBERSHIP VOTING

At all annual and special meetings of the members of the corporation, duly called and constituted in accordance with the bylaws of the corporation, each member shall be entitled to vote in person or by written proxy, dated and signed by the member; provided, however, that no such proxy shall be valid beyond 11 months after its execution unless a longer period is expressly provided in the written proxy, and it shall expire in any event if the person or entity executing it is no longer a member of the corporation. Each member shall be entitled to one (1) vote for each inch of water, and a fractional vote equal to each fraction of an inch of water, which said member is entitled to (a) receive through the Broadford Slough or Rockwell Bypass lateral ditches; or (b) divert as a water right validly transferred out of the Rockwell Bypass to a new point of diversion. In the event a water right which entitles membership is owned by more than one person or entity, the membership appurtenant to that water right shall be held by said persons or entities in the same fractional interests, provided that all such owners shall collectively designate one (1) person or entity to cast their respective votes.

Article VIII. of the Articles of Incorporation is amended to read as follows:

ARTICLE VIII
DUES AND ASSESSMENTS

Each member shall be deemed to covenant and agree with every other member, and with the corporation, to pay any assessments duly levied by the corporation for the purposes provided in these Articles of Incorporation. Said assessments shall be levied against the members, pro rata in proportion to the water which the member is entitled to receive from (a) Broadford Slough lateral ditch or the Rockwell Bypass lateral ditch; or (b) a new point of diversion as a result of a validly approved transfer out of the Rockwell Bypass. The Board of Directors shall fix the amount of said assessments, from time to time, and may make them payable at such times or intervals, and upon such notice and by such methods as the directors may prescribe. Assessments may be enforced by civil action, consistent with the provisions of Section 42-1304 of the Idaho Code, and no member shall be entitled to receive water from said lateral ditches whenever any assessment levied against said member is due and unpaid unless otherwise approved and ordered by the Board of Directors as provided for in Idaho Code § 42-1305.

ARTICLE III.

The amendment of the Articles of Incorporation was adopted by unanimous vote of the directors at a meeting held April 21, 2012.

ARTICLE IV.

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.

ARTICLE V.

The total number of directors entitled to vote was three. At the meeting of directors held April 21, 2012, three (3) directors voted in favor and zero (0) voted against the amendments above set forth.

IN WITNESS WHEREOF, the undersigned officers of WATER USERS' ASSOCIATION OF THE BROADFORD SLOUGH AND ROCKWELL BYPASS LATERAL DITCHES, INC., have executed these Articles of Amendment and certify to the truth of the facts herein stated, this 21st day of April, 2012.

WATER USERS' ASSOCIATION OF THE
BROADFORD SLOUGH AND ROCKWELL
BYPASS LATERAL DITCHES, INC.

BY: Leroy Lewis
LEROY LEWIS, PRESIDENT

ATTEST:

Marc Reinemann
MARC REINEMANN
SECRETARY

STATE OF IDAHO)
)ss.
County of Blaine)

MARC REINEMANN, being first duly sworn, deposes and says as follows:

That he is the Secretary of WATER USERS' ASSOCIATION OF THE BROADFORD SLOUGH AND ROCKWELL BYPASS LATERAL DITCHES, INC., and that the foregoing ARTICLES OF AMENDMENT effect the previous Articles of Incorporation of WATER USERS' ASSOCIATION OF THE BROADFORD SLOUGH AND ROCKWELL BYPASS LATERAL DITCHES, INC., which amendment in the Articles of Incorporation was duly adopted at a meeting of the directors of the corporation, by unanimous vote, held on April 21, 2012, and that the statements contained therein are true and correct.

Mae E. Rai
SECRETARY

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