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2016 DEC 27 AM 9:07

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF AMENDMENT
(Non-Profit)

TO: The Secretary of State of the State of Idaho

Filing Fee: \$30.00

Pursuant to Title 30, Chapters 21 and 30, Idaho Code, the undersigned non-profit Corporation amends its Articles of Incorporation as follows:

1. The name of the corporation is: Clearwater Power Company
2. The text of each article being amended:

1. KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, natural persons of full age and citizens of the United States and of the State of Idaho, for the purpose of forming a non-profit cooperative association pursuant to the provisions of Chapter ~~XXIX~~29 of Title ~~XXIX~~29, Idaho Code, Annotated, 1932, and all laws amendatory thereof and supplemental thereto, including but not limited to the provisions of Chapter 30 of Title 30, do hereby certify as follows:

2. ARTICLE II. IS AMENDED AS FOLLOWS:

The purpose or purposes for which the Corporation is formed are:

- (a) For all legal purposes including, but not limited to generate, manufacture, purchase, acquire and accumulate electric energy and capacity for its members and to transmit, distribute, furnish, sell and dispose of such electric energy and capacity, 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 electric transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any or all of the foregoing purposes;
- (b) To consult with and advise its members in ~~the wiring of their premises and the installation thereon of electrical and plumbing appliances, fixtures, machinery, apparatus and equipment of all kinds and character such as are applicable to the use of electric energy and capacity, the supplying of water and disposal of sewage,~~ in order to promote the efficient use of electric energy and capacity;

ARTICLES OF AMENDMENT OF
CLEARWATER POWER COMPANY

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IDAHO SECRETARY OF STATE

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3. ARTICLE IV IS AMENDED AS FOLLOWS:

The location and post office address of the registered office of the corporation is 4230 Hatwai Road, P.O. Box 997, Lewiston, Nez Perce County of Nez Perce, Idaho.

4. ARTICLE V IS AMENDED AS FOLLOWS:

Section 2. The undersigned incorporators shall be members in the Corporation. In addition to the undersigned incorporators, any person, firm or corporation or body politic may become a member in the Corporation by:

- b) agreeing to purchase from the Corporation the amount of electric energy and capacity specified in the Bylaws; and

Section 3. Each member shall as soon as electric energy and capacity shall be available, purchase electric energy and capacity from the Corporation as provided in the Bylaws of the Corporation, and pay therefore as provided in said Bylaws at rates which shall from time to time be fixed by resolution of the Board of Directors. Each member shall also pay all obligations which may from time to time become due and payable by such member to the Corporation as and when the same become due and payable.

5. ARTICLE VII IS AMENDED AS FOLLOWS:

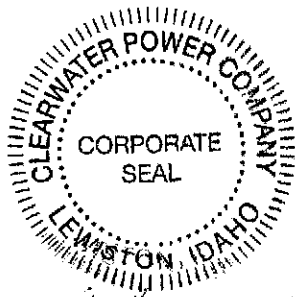
The Corporation shall at all times be operated on a cooperative non-profit basis for the mutual benefit of its patrons. The Corporation's operations shall be so conducted that all patrons will through their patronage furnish capital for the Corporation in the manner prescribed in the Bylaws. No interest or dividend shall be paid or payable by the Corporation on any capital furnished by its patrons. The Corporation shall account on a patronage basis to all its patrons for all amounts received and receivable by the Corporation from the furnishing of electric energy and capacity as provided in the Bylaws.


3. The date the members voted to approve the amendments was: November 18, 2016, at the Annual Membership Meeting. The adoption of the amendments was certified by the Board of Directors at their regular meeting on November 22, 2016.

4. Manner of adoption: The amendments consisted of matters other than those described in section 30-30-705, Idaho Code, and were, therefore adopted by the members at the regular Annual Meeting, at which meeting a quorum of the members were present, after applicable notice and publication of the meeting and proposed amendments.


- (a) The number of memberships present and entitled to vote was Two Hundred and Thirty Three (233).
- (b) The number of memberships voting for each amendment was Two Hundred and Thirty Three (233).
- (c) The number of members voting against each amendment was zero (0).

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of Clearwater Power Company this 21st day of December 2016.





Alan Lansing
President



Marmaduke M. Harris
Secretary-Treasurer