

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

IRA H. MASTERS

I, ~~IRIX (C) PRICE~~, 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

THE NOBLE DITCH COMPANY, LIMITED

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the 17th day of January, 1951,

original articles of amendment, as provided by Sections 30-146, 30-147, 30-148 and 30-160, Idaho Code, making the corporate existence perpetual and increasing the capital stock to \$180,000, divided into 12,000 shares of the par value of \$15 per share,

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. 66 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 17th day
of January, in the year of our Lord
one thousand nine hundred fifty-one,
and of the Independence of the United States of
America the One Hundred seventy-fifth.

Secretary of State.

ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF THE NOBLE DITCH COMPANY,
LIMITED.

BE IT REMEMBERED, That at a special meeting of the stockholders of the Noble Ditch Company, Limited, legally held for such purpose at the office of said corporation at Fruitland, Idaho, on the 18th day of March, 1950, the Articles of Incorporation of the Noble Ditch Company, Limited, were amended as follows:

ARTICLE IV was amended to read as follows:

II

That the term for which this organization shall exist shall be perpetual.

ARTICLE Sixth was amended to read as follows:

SIXTH

That the amount of the capital stock of this corporation shall be One Hundred Eighty Thousand Dollars, divided into twelve thousand shares of the par value of fifteen dollars per share, and there shall be no other class of shares and no shares having no par value.

STATE OF IDAHO,)
(ss.
County of Payette.)

We, Ira F. Mathews and H. Grant Gardner, do hereby certify as follows:

That we are the President and Secretary, respectively, of the Noble Ditch Company, Limited; that on the 18th day of January, 1950, a meeting of the Board of Directors of said Company was legally called for the purpose of calling a stockholders meeting of said Company in which stockholders meeting the question of amending the Articles of Incorporation of said Corporation so as to make perpetual its period of corporate existence, should be considered and voted upon;

That at said meeting all of the directors of said Corporation were present, and at said Directors Meeting a resolution was passed by the affirmative vote of all of said Directors, directing the calling of a stockholders meeting to be held on the 18th day of March, 1950 at the hour of 1:30 P.M., at the office of said Corporation, for the purpose of considering the question of amending the Articles of said Corporation so as to make its term of corporate existence perpetual.

That pursuant to said resolution so adopted, such stockholders meeting was called and the Secretary mailed to each stockholder, more than thirty days prior to the date of such meeting, a notice of said special meeting of stockholders, which notice specified that said meeting would be held at the office of said Corporation, at Fruitland, Idaho, on the 18th day of March, 1950 at the hour of 1:30 o'clock P.M., and contained the statement that the meeting had been called and would be held for the express purpose of considering the following question: "Shall the period of corporate existence of this corporation be extended by making the same perpetual?"

That said notice also contained a statement that the meeting would consider and vote upon the question as to whether or not the capital stock should be increased to \$180,000.00, divided into 12,000 shares of the par value of \$15.00 per share.

That pursuant to said notice, said meeting of the stockholders of said corporation was held at the time and place specified in said notice; that at said meeting stockholders owning more than two-thirds of the capital stock of said corporation were present in person or by proxy; that at said meeting the following resolutions were introduced:

RESOLUTIONS

"WHEREAS, The period of corporate existence of the Noble Ditch Company, Limited, will expire as of the 3rd day of February, 1951, and

"WHEREAS, The purpose for which the said corporation was formed will not yet be fulfilled and a continued existence of said corporation beyond that date is necessary to the welfare of its stockholders,

"NOW, THEREFORE, BE IT RESOLVED, That the period of corporate existence of the Noble Ditch Company, Limited, be extended by making the same perpetual, and BE IT FURTHER RESOLVED, that the Chairman and Secretary of the Board of Directors of this corporation be, and they are hereby, authorized and directed to take such action, sign such documents and do all things necessary to so extend the period of corporation existence of this corporation and make the same perpetual.

AND BE IT FURTHER RESOLVED, That the Articles of Incorporation of said corporation be, and the same are hereby, amended to read as follows:

That the term for which this organization shall exist shall be perpetual.

- That said resolution was read at length, thoroughly discussed, its adoption was moved and seconded, and it was adopted by the affirmative vote of stockholders holding more than two-thirds of the capital stock of said corporation, and entered on the minutes of said meeting.

Also, that at said meeting the following resolution was introduced:

RESOLUTION

"WHEREAS, it appears that the capital stock of the corporation is not in accordance with the value of the assets of the corporation and insufficient for the best interests of the corporation and of the stockholders thereof, and that therefore the capital stock of the corporation should be increased from 6000 shares of the par value of \$5.00 per share, to 12,000 shares of the par value of \$15.00 per share, and that there should be only one class of shares and no shares having no par value;

NOW, THEREFORE, BE IT RESOLVED, That the amount of the capital stock of this corporation shall be increased from 6000 shares of the par value of \$5.00 per share, to 12,000 shares of the par value of \$15.00 per share, and that there shall be no other class of shares and no shares having no par value.

AND BE IT FURTHER RESOLVED, that the Articles of Incorporation of said Corporation be, and the same are hereby, amended to read as follows:

ARTICLE SIXTH

That the amount of the capital stock of this corporation shall be \$180,000.00 divided into 12,000 shares of the par value of \$15.00 per share, and there shall be no other class of shares and no shares having no par value.

That the said resolution was read at length, thoroughly discussed, its adoption was moved and seconded, and it was adopted by the affirmative vote of stockholders holding more than two-thirds of the capital stock of said corporation, and entered on the minutes of said meeting.

We do further Certify that the total number of shares of capital stock of said corporation, including those previously issued and authorized, upon this amendment being effective, will be 12,000 shares of the par value of \$15.00 per share, and that said corporation does not and will not have any shares whatever of no par value, or any other class of shares than stated.

IN WITNESS WHEREOF, We have hereunto set our hands and affixed the seal of said corporation, this 10th day of March, 1950.

H. Grant Furber
Secretary

Alva F. Matthews
President