

FILED
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SECRET

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF SANDY COVE WATER, INC.

Pursuant to the Idaho Nonprofit Corporation Act and related statutes, the following Articles of Amendment to its Articles of Incorporation are adopted by Sandy Cove Water, Inc.

I.

The name of the corporation is Sandy Cove Water, Inc.

II.

The following amendments to the Articles of Incorporation were adopted by the members of the Corporation on the 2nd day of December, 1999, in the manner prescribed by the Idaho corporation laws and the bylaws of the corporation.

- 1) Article V is amended by deleting subparts B & C.
- 2) All of Article VI shall be deleted.
- 3) Article XI is amended to read as follows: In the event of dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, distribute the remaining assets to members and former members according to records kept reflecting each members rights and interest in the funds it retains.

III.

The number of members entitled to vote on the amendment is seven.

IV.

The number of members who voted for the above amendment was seven and the number of members who voted against the amendment was 0.

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V.

The designation, number of shares, and voting results of each class of stock of the corporation entitled to vote on the above amendment as a class were as follows: None.

VI.

Any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be affected in the following manner: None.

VII.

The manner in which the above amendment affects a change in the amount of stated capital of the corporation, and the amount of stated capital as changed by such amendment, are as follows: No change.

Dated this 2nd day of December, 1999.

SANDY COVE WATER, INC.

By Leland J. Kelly, Jr.
Its President