

## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, 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

#### **YELLOWSTONE POWER AND IRRIGATION 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 **7th** day of **June** 19**76**, original articles of amendment, as provided by Section **30-146 and 30-147, Idaho Code** restating articles, enlarging purposes, extending existence to perpetual, and changing name to **YELLOWSTONE POWER AND IRRIGATION COMPANY, LTD.**

and that the said articles of amendment contain the statement of facts required by law, and are ~~will be~~ recorded on ~~Film No.~~ **microfilm** 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 **7th** day of **June**, A. D., 19**76**.

Secretary of State

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CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

SECRETARY OF  
YELLOWSTONE POWER & IRRIGATION COMPANY, LTD.

Enlarging Purposes Extending Existence of Corporation to  
Perpetual and Reinstating the Corporate Existence of YELLOW-  
STONE POWER & IRRIGATION COMPANY, LTD.

The Yellowstone Power & Irrigation Company, Limited,  
a corporation incorporated under the laws of the State of  
Idaho by it's proper officers, does hereby certify:

I.

That the Board of Directors and Stockholders of said  
corporation, at a meeting duly convened and held at the office  
of the Company in Greentimber, Fremont County, Idaho, the  
1st day of May, 1976, passed a resolution by a major-  
ity vote of all the Directors and Shareholders of the Company,  
authorizing and directing a meeting of the stockholders of said  
Company to be convened at the office of the Company at Green-  
timber Schoolhouse, Fremont County, Idaho on the 1st day of  
May, 1976, at 2:00 p.m. for the purpose of considering and  
acting upon the following propositions, viz:

(a) To authorize the enlargement of the powers, pur-  
poses and objects of the Company, and amending the Articles of  
Incorporation accordingly.

(b) To extend the life of the Corporation to perpetual.

(c) To reinstate the Corporate existence of YELLOWSTONE  
POWER & IRRIGATION COMPANY, LTD.

(d) To authorize the amending of the Articles of Incorporation in any respect that to the stockholders assembled may seem necessary and proper, and for the purpose of doing any and all things necessary to accomplish any and all matters above set forth.

## II.

That thereafter and on the 1st day of May, 1976, at 2:00 p.m., pursuant to such call of the Board of Directors and Shareholders and upon notice given to the Stockholders of said Company in the manner provided by law (a copy of said notice being hereto attached as Exhibit "A") and which said notice was published once a week for three (3) consecutive weeks immediately preceding the date on which said meeting was held, in the "Ashton Herald", a weekly newspaper of general circulation of Fremont County, Idaho, a special meeting of the Stockholders owning more than two thirds (2/3) of the entire capital stock of the Company, to-wit: one thousand, five hundred twenty-five (1525) shares, were present in person or represented by proxy, and all of said stock, to-wit: 1525 shares, was voted in favor of enlarging the purposes and of making the existence of the Company perpetual and of reinstating and amending the Articles of Incorporation as hereinafter appears. The following was unanimously adopted in relation to amending the Articles of Incorporation of said Company.

VS n  
APR 14 1976  
CROSS BEARER  
20712-3

AMENDED  
ARTICLES OF INCORPORATION  
of

YELLOWSTONE POWER AND IRRIGATION COMPANY, LTD.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of America, of legal age, have this day voluntarily associated ourselves together for the purpose of forming a non-profit, canal and irrigation corporation under the laws of the State of Idaho, and

WE HEREBY CERTIFY:

FIRST

The name of this corporation is YELLOWSTONE POWER AND IRRIGATION COMPANY, LTD.

SECOND

This corporation is not formed for profit, but as a non-profit canal and irrigation company.

THIRD

The nature of the business and the objects and purposes for which this corporation is formed are:

1. To own, acquire, lease, hold, manage, control, operate and maintain an irrigation system, for the purpose of more efficiently conducting any water owned or to be acquired by the corporation and/or the stockholders of this corporation, from a point or points of delivery to be established from time to time, any bymeans of the present Yellowstone Power and Irrigation Company Ditch to each stockholder/s property and from said ditches or branch ditches to points of delivery for the stockholders hereof.

2. To own, acquire, hold, manage, control, operate and maintain irrigation systems now existing or to be constructed and established in the Yellowstone Power and

Irrigation Company, Ltd. system in Fremont County, Idaho; also, for the purposes of acquiring water rights, water permits, water licenses and franchises now owned and held by other individuals or entities; also, for the purpose of acquiring in the name of the corporation, water rights, water permits, water licenses and franchises; also for the purpose of carrying water owned by the stockholders hereof to their respective lands, all for the purpose of irrigation of lands under said irrigation system; to acquire, have, own, maintain and control irrigation wells and water therefrom, and to distribute the same; to fix, charge and collect from its stockholders assessments and maintenance charges bases upon the number of shares of stock held by each person, or by both the said methods, or by assessment upon the capital stock, levied in accordance with the laws of the State of Idaho, or by such other method as may be prescribed in the By-Laws of said corporation; to construct, drill, operate and maintain wells for irrigation pumps, power lines, canals, ditches and any and all other diversionary works for the development and diversion of water for irrigation and domestic purposes, and generally to do any and all things necessary or proper to be done in conducting the business of supplying its stockholders with water or carrying water for its stockholders for irrigation and domestic use, and other useful and beneficial purposes.

3. To take, own, hold, deal in, mortgage, lease, sell, exchange, transfer or in any manner dispose of real property, lease holds, and any other interests, estates and rights in real property; to purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, lease, sell, assign, exchange, transfer and in any manner dispose of, to deal and trade in and with any and every class or personal property and/or mixed property, and any franchises, water rights, water permits, water licenses, or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

4. To borrow money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and nature.

5. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or other individuals and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part thereof; provided the same be not inconsistent with the laws under this corporation is organized.

#### FOURTH

The existence of this corporation is to be perpetual.

#### FIFTH

The place where the principal business of this corporation is to be transacted shall be at Ashton, Fremont County, State of Idaho.

#### SIXTH

The total number of share which may be issued by the corporation is 10,000 with a par value of \$10.00 per share. Each share of stock issued shall be entitled to one vote and all stock shall have equal rights. The ownership of said stock shall be limited and shall be held and transferred as provided for in the By-Laws. At all meetings of the stockholders, each stockholder may vote by written proxy.

#### SEVENTH

The total number of shares of capital stock of this corporation which have been actually subscribed and paid for is the sum of 2245, and following are the names of the persons or entities, their mailing addresses and the number of shares each has paid up; to-wit:

<u>Name of Subscriber</u>	<u>Mailing Address</u>	<u>No. of Shares</u>
Flying A Ranch	Ashton, Idaho	200
Glenn Bahr	Ashton, Idaho	100
Fred Corcilius	Ashton, Idaho	175
Perry Grube	Ashton, Idaho	100

Larry Earl Hossner	Ashton, Idaho	125
Harold Lenz	Ashton, Idaho	125
George Marotz Farms Inc.	Ashton, Idaho	125
Herman Marotz	Ashton, Idaho	125
Max Marotz	Ashton, Idaho	125
Theone Maupin	Ashton, Idaho	100
Roy Stegelmeier	Ashton, Idaho	225
Grant Bessey	Ashton, Idaho	10
Mrs. Clayton Christensen	712 Main Avenue South Twin Falls, Idaho	50
Edward Goebel	Ashton, Idaho	100
Dallas Howell	Ashton, Idaho	175
Joe Howell	Ashton, Idaho	75
Eric Kuehl	Ashton, Idaho	100
Victor Marotz	Ashton, Idaho	125
Mary Nay	28 Peoria Street Daly City, California	75
Mrs. Goldie Zitting	Ashton, Idaho	10

#### EIGHTH

The management of this corporation shall be vested in a board of not less than three nor more than fifteen directors, as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the stockholders, to be held at the general office of this corporation in the said City of Ashton, Fremont County, Idaho, on the 3rd Saturday of November in each year at 2:00 o'clock P.M., first election of directors to be held within three months.

#### NINTH

These Articles of Incorporation amended the original articles of incorporation of Yellowstone Power and Irrigation Company, Ltd., dated July 12, 1904 and all subsequent

amendments thereto.

TENTH

All section of the Articles of Incorporation of Yellowstone Power and Irrigation Company, Ltd., in conflict herewith are expressly repealed.

IN WITNESS WHEREOF, We, the incorporators, have hereunto set our hands and seal this 1st day of May, 1976.

Thorne Marpin  
Fred Corcilius  
Perry Grube  
George Marotz Farms  
Max J. Marotz  
Herman Marotz  
Glenn A. Bahr  
Harold L. Lenz  
Flying A Ranch Inc.  
Preston Atchley, Pres.  
Ray Stegman

STATE OF IDAHO )  
: SS  
County of Fremont )

On this 1st day of May, 1976, before me, the undersigned, a Notary Public in and for said State appeared

Flying A Ranch Inc.  
Preston Atchley, Pres.  
Glenn Bahr  
Fred Corcilius  
Perry Grube

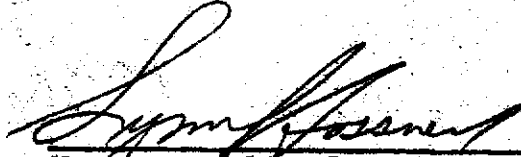
Larry Earl Hossner  
Harold Lenz  
George Marotz Farms Inc., George  
Marotz President  
Herman Marotz



Max Marotz  
Theone Maupin  
Roy Stegelmeier

known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for the State of Idaho  
Residing at Ashton, Idaho  
My Commission Expires: 4/18/78

STATE OF IDAHO       )  
                              : SS.  
County of Fremont    )

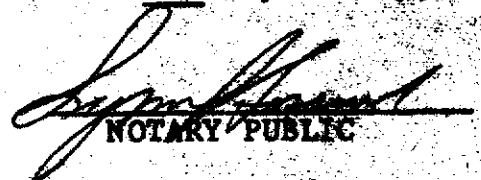
Linda Hossner, being first duly sworn according to law, upon her oath deposes and says:

That she was the secretary of the special meeting of the Stockholders of the Yellowstone Power & Irrigation Company, Limited, held on the 1st day of May, 1976, and referred to in the foregoing certificate; that the statements contained in the foregoing certificate are true and correct; that said meeting was called by a majority vote of the Directors of said Company; that the notice of said meeting was published once a week for 3 consecutive weeks immediately preceding May 1, 1976, in the Ashton Herald, a newspaper of general circulation, published in Fremont County, Idaho; that said notice contained the purposes for which said meeting was called, and the time and place of said meeting, a true copy of said notice is hereto attached and marked Exhibit "A"; that at said meeting of the stockholders, the resolution set forth in the foregoing certificate was unanimously adopted; that stockholders owning 1525 shares of the capital stock of said Company were represented at said meeting in person or by proxy, and voted in favor of said resolution; that Roy N. Stegelmeier, Larry Hossner, George Marotz and Preston Atchley, who subscribed the foregoing certificate, as Directors of said Company, now are and at the time when said special meeting of the stockholders was held were, a majority of the duly elected, qualified and acting Directors of said corporation and those other persons signing the certificates represent a 2/3 majority of the out-

standing stock.

  
LINDA HOSSNER

SUBSCRIBED and sworn to before me this 1st day of May,  
1976.

  
NOTARY PUBLIC


STATE OF IDAHO       )  
                              : SS.  
County of Fremont    )

Roy N. Stegelmeier being first duly sworn according to  
law, upon his oath deposes and says:

That he was the Chairman of the Special meeting of the  
stockholders of the Yellowstone Power & Irrigation Company,  
Limited, held on the 1st day of May, 1976, at the Greentimber  
Schoolhouse, Fremont County, Idaho; that he has read the  
foregoing certificate and the Affidavit of Linda Hossner and  
knows the contents thereof; that the same are true of this  
affiant's own knowledge.

  
ROY STEGELMEIER

SUBSCRIBED and sworn to before me this 1st day of May,  
1976.

  
NOTARY PUBLIC for Idaho  
Residing At: Ashton  
Comm. Expires:

**NOTICE OF INTENT TO AMEND THE ARTICLES OF INCORPORATION  
OF YELLOWSTONE POWER AND IRRIGATION COMPANY LIMITED, AN  
IDAHO CORPORATION**

**NOTICE IS HEREBY GIVEN** that the Yellowstone Power and Irrigation Company, Ltd. will hold a special meeting to amend its Articles of Incorporation. Such meeting to be held Saturday, May 1, 1970, at the hour of 2:00 p.m., at the Greentimber School House, Ashton, Idaho.

Proposed amendments are to extend the life of the Corporation to a perpetual existence; restate the Articles of Incorporation to authorize the total number of shares to be issued to be 10,000 with par value of \$10.00 per share and to provide such other amendments as may come before the meeting. Special meeting is also called to amend the By-Laws of the Yellowstone Power and Irrigation Company, Ltd. in such a manner as may come before the members of the Corporation.

**DATED March 26, 1970.**

**/s/ Linda Hossner**  
**Secretary**