



**Department of State.**

**CERTIFICATE OF AMENDMENT  
OF**

**IDAHO COUNTY LIGHT & POWER COOPERATIVE ASSOCIATION, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of **IDAHO COUNTY LIGHT & POWER COOPERATIVE ASSOCIATION, INC.**

duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated December 26, 1986.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF

We, the undersigned DON FUNKE and KEN GEHRING, respectively the President and Secretary of Idaho County Light & Power Cooperative Association, Inc., a non-profit corporation governed by the provisions of Chapter 3, Title 30, Idaho Code and all laws amendatory thereof and supplemental thereto, do hereby certify that at the Annual Meeting of the members of said Corporation held at the Greencreek Community Hall, Greencreek, Idaho, on the 6th day of November, 1986, pursuant to a written notice given according to law at which meeting a quorum of members were present, the following resolutions received more than a majority vote and were thus adopted:

**RICHARD S. CHRISTENSEN**  
ATTORNEY AT LAW  
P. O. Box 188  
POST OFFICE BUILDING  
GRANGEVILLE, IDAHO 83530  
(208) 983-0850

1 he or it has been accepted for membership by the board  
2 of directors or the members.

3 The By-laws may provide for appeal by an applicant to a meet-  
4 ing of the members. No person, firm, corporation or body politic  
5 may own more than one (1) membership in the Corporation.

6 A-husband-and-wife-may-jointly-become-a-member-and-their-appli-  
7 cation-for-a-joint-membership-may-be-accepted-in-accordance-with  
8 the-foregoing-provisions-of-this-section-provided-the-husband-and  
9 wife-comply-jointly-with-the-provisions-of-the-above-subdivisions  
10 (a),-(b)-and-(c)-.

11 Section 3.--The-membership-fee-shall-be-five-dollars-(\$5.00),  
12 but-the-By-laws-may-provide-for-additional-fees-to-be-paid-by-mem-  
13 bers-requesting-more-than-one-service-connection.

14 Section 4.--Each-member-shall,-as-soon-as-electric-energy  
15 shall-be-available,-purchase-from-the-Cooperative-all-electric  
16 energy-used-on-the-premises-specified-in-his-application-for-mem-  
17 bership,-and-shall-pay-therefor-monthly-at-rates-which-shall-from  
18 time-to-time-be-fixed-by-the-board-of-directors,-provided,-however,  
19 that-the-board-of-directors-may-limit-the-amount-of-electric-energy  
20 which-the-Cooperative-shall-be-required-to-furnish-to-any-one-member.  
21 It-is-expressly-understood-that-amounts-paid-for-electric-energy  
22 in-excess-of-the-cost-of-service-are-furnished-by-members-as-capital  
23 and-each-member-shall-be-credited-with-the-capital-so-furnished  
24 as-provided-in-the-By-laws.--Each-member-shall-pay-to-the-Coopera-  
25 tive-such-minimum-amount-per-month-regardless-of-the-amount-of  
26 electric-energy-consumed,-as-shall-be-fixed-by-the-board-of-directors  
27 from-time-to-time.--Each-member-shall-also-pay-all-amounts-owed  
28 by-him-to-the-Cooperative-as-and-when-the-same-shall-become-due  
29 and-payable.

30 Section 5. 3. The private property of the members of the Corpor-  
31 ation shall be exempt from execution for the debts of the Corpor-  
32 ation and no member shall be individually liable or responsible

1 for any debts or liabilities of the Corporation.

2 Section-6:--The-board-of-directors-of-the-Corporation-may,  
3 by-the-affirmative-vote-of-not-less-than-two-thirds-(2/3)-of-the  
4 members-thereof,-expel-any-member-who-shall-have-violated-or-refused  
5 to-comply-with-any-of-the-provisions-of-the-Articles-of-Incorpora-  
6 tion-of-the-Corporation-or-the-By-laws-or-any-rules-or-regulations  
7 adopted-from-time-to-time-by-the-board-of-directors:--Any-member  
8 so-expelled-may-be-reinstated-as-a-member-by-a-vote-of-the-members  
9 at-any-annual-or-special-meeting-of-the-members:--The-action-of  
10 the-members-with-respect-to-any-such-reinstatement-shall-be-final.

11 Section-7:--Any-member-may-withdraw-from-membership-upon-pay-  
12 ment-in-full-of-all-debts-and-liabilities-of-such-member-to-the  
13 Corporation-and-upon-compliance-with-such-terms-and-conditions  
14 as-the-board-of-directors-may-prescribe.

15 Section-8:--(a)-Membership-in-the-Cooperative-and-a-certificate  
16 representing-the-same-shall-not-be-transferable,-except-as-herein-  
17 after-otherwise-provided,-and-upon-the-death,-cessation-of-exist-  
18 ence,-expulsion-or-withdrawal-of-a-member,-the-membership-of-such  
19 member-shall-thereupon-terminate,-and-the-certificate-of-membership  
20 of-such-member-shall-be-surrendered-forthwith-to-the-Cooperative.  
21 Termination-of-membership-in-any-manner-shall-not-release-the-mem-  
22 ber-from-the-debts-or-liabilities-of-such-member-to-the-Cooperative.

23 (b)-A-membership-may-be-transferred-by-a-member-to-himself  
24 or-herself-and-his-or-her-spouse,-as-the-case-may-be,-jointly-upon  
25 the-written-request-of-such-member-and-compliance-by-such-husband  
26 and-wife-jointly-with-the-provisions-of-subdivisions-(b)-and-(c)  
27 of-Section-2-of-this-article:--Such-transfer-shall-be-made-and  
28 recorded-on-the-books-of-the-corporation-and-such-joint-membership  
29 noted-on-the-original-certificate-representing-the-membership-so  
30 transferred.

31 (c)-When-a-membership-is-held-jointly-by-a-husband-and-wife,  
32 upon-the-death-of-either-such-membership-shall-be-deemed-to-be-held

solely-by-the-survivor-with-the-same-effect-as-though-such-member-  
ship-had-been-originally-issued-solely-to-him-or-her,-as-the-case  
may-be,-and-the-joint-membership-certificate-may-be-surrendered  
by-the-survivor-and-upon-the-recording-of-such-death-on-the-books  
of-the-Corporation-the-certificate-may-be-re-issued-to-and-in-the  
name-of-such-survivor,-provided,-however,-that-the-estate-of-the  
deceased-shall-not-be-released-from-any-membership-debts-or-liab-  
ilities-to-the-Corporation-

Section 9:--Each-member-shall-be-entitled-to-one-(1)--vote  
and-no-more-upon-each-matter-submitted-to-a-vote-at-a-meeting-of  
the-members---At-all-meetings-of-the-members-at-which-a-quorum  
is-present-all-questions-shall-be-decided-by-a-vote-of-a-majority  
of-the-members-voting-thereon-in-person,-or-by-proxy,-except-as  
otherwise-provided-by-law,-the-certificate-of-incorporation-of  
the-Corporation,-or-the-By-laws---If-a-husband-and-wife-hold-a  
membership-they-shall-jointly-be-entitled-to-one-(1)-vote-and-no  
more-upon-each-matter-submitted-to-a-vote-at-a-meeting-of-the  
members-

Section 10:--As-long-as-the-total-number-of-members-does-not  
exceed-one-thousand-(1,000)-,at-least-fifteen-per-centum-(15%)  
of-the-total-number-present-in-person-or-represented-by-proxy-shall  
constitute-a-quorum-for-the-transaction-of-business-at-all-meetings  
of-the-members-provided-at-least-five-per-centum-(5%)-of-the-total  
number-of-members-are-present-in-person---In-case-the-total-number  
of-members-shall-exceed-one-thousand-(1,000)-then-at-least-one  
hundred-fifty-(150)-of-the-members-present-in-person-or-represented  
by-proxy-shall-constitute-a-quorum-for-the-transaction-of-business  
at-all-meetings-of-the-members---If-the-total-number-of-members  
is-one-hundred-(100)-or-less,-a-quorum-for-the-purpose-of-the-elec-  
tion-of-directors-at-annual-meetings-of-the-members-shall-consist  
of-fifty-one-per-centum-(51%)-of-the-total-number-present-in-person  
or-represented-by-proxy,-provided-at-least-five-per-centum-(5%)

1 of-the-total-number-of-members-are-present-in-person.--If-less  
2 than-a-quorum-is-present-at-any-meeting-a-majority-of-these--present  
3 in-person-or-represented-by-proxy-may-adourn-the-meeting-from  
4 time-to-time-without-further-notice.

5 That Article VIII be amended as follows:

6 ARTICLE ~~VIII~~ VII

7 Section 1. Except as limited elsewhere in these Articles or  
8 in the By-laws of the Corporation, the business and affairs of  
9 the Corporation shall be vested in and managed and controlled by  
10 a board of directors and the officers of the Corporation shall  
11 be a president, a vice-president, a treasurer and a secretary.  
12 The offices of Secretary and Treasurer may be held by the same  
13 person.

14 Section 2. The officers of the Corporation shall be elected,  
15 by ballot, by and from the members of the board of directors at  
16 such times and for such terms of office as shall be provided in  
17 the By-laws of the Corporation.

18 Section 3. The number of directors of the Corporation shall  
19 be seven. At-each-annual-meeting-of-the-members-the-directors  
20 shall-be-elected-by-and-from-the-members-of-the-Corporation-to-  
21 hold-office-until-the-next-annual-meeting-of-the-members-or-until  
22 their-successors-shall-have-been-elected-and-shall-have-qualified.

23 Section 4.--The-By-laws-may-make-provision-for-the-removal-of  
24 directors-and-the-filling-of-vacancies-so-created.--By-laws-may  
25 also-provide-for-division-of-the-territory-served-by-the-Corpora-  
26 tion-into-voting-districts, and-for-the-election-of-directors-direc-  
27 tly-by-such-voting-districts, or-by-a-body-of-delegates-elected-  
28 by-such-voting-districts.

29 Section 5.--The-directors, as-such, shall-not-reeeive-any  
30 compensation-for-their-services, but-the-By-laws-may-provide-for  
31 reimbursement-for-reasonable-expenses-incurred-in-connection-with-  
32 the-performance-of-their-duties.

1 That Article IX be amended to read as follows:

2 ARTICLE ~~IX~~ VIII

3 Section-1.--Membership-in-the-Corporation-shall-be-evidenced  
4 by-a-certificate-of-membership-which-shall-be-in-such-form-and  
5 shall-contain-such-provisions-as-shall-be-determined-by-the-board  
6 of-directors-not-contrary-to,or-inconsistent-with,these-Articles  
7 of-Incorporation-or-the-By-Laws-of-the-Corporation.--Such-certificate  
8 shall-be-signed-by-the-President-and-by-the-Secretary-of-the-Cor--  
9 poration-and-the-corporate-seal-shall-be-affixed-thereto.

10 Section-2.--No-membership-certificates-shall-be-issued-for  
11 less-than-the-membership-fee-fixed-in-these-By-laws,nor-until  
12 such-membership-fee-has-been-fully-paid-for-in-cash,and-such-pay-  
13 ment-has-been-deposited-with-the-Treasurer.

14 Section-3.--In-case-of-a-lost,destroyed-or-mutilated-certifi-  
15 cate,a-new-certificate-may-be-issued-therefor-upon-such-terms  
16 and-such-indemnity-to-the-Corporation-as-the-board-of-directors-  
17 may-prescribe.

18 Section-4.--By-laws-of-the-Corporation-may-be-altered,amended  
19 or-repealed-by-the-affirmative-vote-of-a-majority-of-the-total  
20 number-of-the-members-only-at-any-regular-or-special-meeting,pro-  
21 vided-that-the-notice-of-such-meeting-shall-have-contained-a-copy-  
22 of-the-proposed-alteration,amendment-or-repeal.

23 The By-laws of the Corporation may define and fix other duties  
24 and responsibilities of the members and prescribe other terms and  
25 conditions upon which members shall be admitted to and retain mem-  
26 bership in the Corporation, make provisions for annual and special  
27 meetings of members and directors and notices thereof, provide  
28 for methods of voting, quorum requirements and any other matters  
29 relating to the internal organization and management of the Corpor-  
30 ation, provided that such provisions shall not be inconsistent  
31 with these Articles of Incorporation or the laws of the State of  
32 Idaho.

That Article X be amended to read as follows:

ARTICLE ~~X~~ IX

The operations of the Corporation shall be carried on in the County of Idaho, in the State of Idaho, and in such other counties in the State of Idaho and in the United States, as the board of directors may from time to time decide. The registered office and place of business of the Corporation shall be ~~in~~ near the City of Grangeville, in Idaho County, in the State of Idaho, and the Corporation may maintain offices at such other place or places in the State of Idaho, and in the United States as the board of directors may from time to time decide. The post-office address of the registered office shall be Grangeville, Idaho.

That Article XI be amended to read as follows:

ARTICLE ~~XI~~ X

The Corporation may amend, alter, change or repeal any provision contained in these Articles of Incorporation by the affirmative vote of ~~a majority~~ two-thirds (2/3) of the total number of the members at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

IN WITNESS WHEREOF, we have subscribed our names and caused the Corporate seal of said Corporation to be affixed this 22<sup>nd</sup> day of December, 1986.

IDAHO COUNTY LIGHT & POWER  
COOPERATIVE ASSOCIATION, INC.

Don Funke  
DON FUNKE, President

ATTEST:

Ken Gehring  
KEN GEHRING, Secretary




RICHARD S. CHRISTENSEN  
ATTORNEY AT LAW  
P. O. Box 188  
Post Office Building  
GRANGEVILLE, IDAHO 83530  
(208) 983-0850

1 STATE OF IDAHO )

2 County of IDAHO ) <sup>SS</sup>

3 On this 22<sup>nd</sup> day of December, 1986, before me, a Notary  
4 Public for the State of Idaho, personally appeared DON FUNKE and  
5 KEN GEHRING, known or identified to me to be the President and  
6 Secretary, respectively, of the corporation that executed the in-  
7 strument or the persons who executed the instrument on behalf of  
8 said corporation, and acknowledged to me that such corporation  
9 executed the same.

10 IN WITNESS WHEREOF, I have hereunto set my hand and seal the  
11 day and year first hereinabove written.


12  
13   
14 Notary Public for Idaho;  
15 Residing at Grangeville, therein.  
16 My commission expires: 9-23-90

17  
18 VERIFICATION


19 STATE OF IDAHO ) <sup>SS</sup>

20 County of IDAHO )

21 DON FUNKE, being first duly sworn upon his oath, deposes and  
22 says that he is the President of the above corporation, has read  
23 the foregoing Articles of Amendment to the Articles of Incorpora-  
24 tion, knows the contents thereof and verily believes the facts  
25 therein stated are true.

26  
27   
28 DON FUNKE, President

29 SUBSCRIBED AND SWORN to before me this 22<sup>nd</sup> day of  
30 December, 1986.

31   
32 Notary Public for Idaho;  
Residing at Grangeville, therein.  
My commission expires: 9-23-90