



CERTIFICATE OF AMENDMENT
OF

PALISADES WATER USERS, INCORPORATED

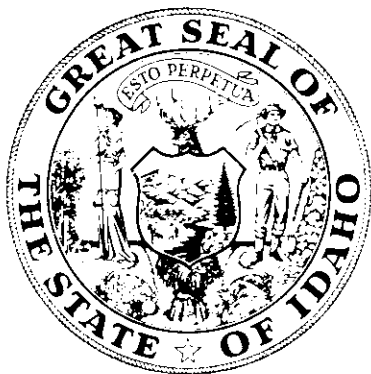
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

PALISADES WATER USERS, INCORPORATED

duly signed and verified pursuant to the provisions of the Idaho Business 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 September 16th, 19 81



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RESTATED ARTICLES OF INCORPORATION OF
PALISADES WATER USERS, INCORPORATED

We, the undersigned, president and secretary of Palisades Water Users, Incorporated, hereby verify that the following restated Articles of Incorporation of Palisades Water Users, Incorporated, correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, and further verify that the following restated Articles of Incorporation supersede the original Articles of Incorporation of Palisades Water Users, Incorporated and all amendments thereto.

I.

That the name of said corporation shall be the "PALISADES WATER USERS, INCORPORATED".

II.

That the purposes for which said corporation is formed are:

A. To purchase, store and use water that is accumulated in the active capacity owned by the company in Palisades Reservoir, the dam for which is located in Bonneville County, Idaho; to construct, operate and maintain other water reservoirs and water retention basins; and to contract for capacity in said Palisades Reservoir and any reservoirs and retention basins and to operate and maintain that capacity in the said Palisades Reservoir and in other reservoirs or water retention basins.

B. To enter into contracts and obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs for any or all of the corporate purposes.

C. To fix, charge and collect from its stockholders, assessments for the purpose of paying debts of the corporation and of paying expenses and conducting the business of the corporation, and to have power to levy and collect the assessments for such shares in the manner and form and to the extent provided by Section 30-157 Idaho Code, and as it may hereafter be amended, but the corporation shall not engage in any activities which in the normal course of business could result in profit, it being a mutual water company.

D. To incur indebtedness without limit as to amount, and to draw, make, accept, endorse or transfer, assign, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, whether secured or unsecured; provided, however, the stockholders shall not be personally liable for any such indebtedness so incurred.

E. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized for the operation, control or management of an irrigation project or canal system or for the purpose of furnishing water to its shareholders and not for profit or hire as provided in Section 42-2410 Idaho Code, and as it may be amended, and as are not in conflict with Chapter 1, Title 30, Idaho Code, and acts amendatory thereto.

F. To do any act or thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any of the aforesaid purposes and objects insofar as the same do not conflict with the laws of the State of Idaho.

III.

This corporation is to have perpetual existence.

IV.

The place of principal business of this corporation and the post office address of its registered office shall be at Idaho Falls, Bonneville County, Idaho.

V.

The amount of the capital stock of this corporation, comprising shares of no par value, shall be divided into 75,000 shares of assessable common stock.

VI.

The names and post office address of the incorporators and the number of shares subscribed by each are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
C. W. Burke	Route 5, Idaho Falls, ID	1
Fritz Winterfeld	Swan Valley, ID	1
Thomas Weeks	Swan Valley, ID	1
J. R. Byrne	Route 1, Thornton, ID	1
C. R. Holden	Box 859, Idaho Falls, ID	1
Robert D. Mackay	Route 2, Idaho Falls, ID	1
D. F. Richards	Box 1036, Idaho Falls, ID	1

VII.

The Board of Directors by majority vote shall have the power to repeal and amend the Code of Bylaws and to adopt a new Code of Bylaws.

VIII.

No contract or other transaction between the corporation and any other corporation, whether or not a majority of shares of capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; and directors individually or any firm of which such directors may

be a member, may be a party to or may be pecuniarily or otherwise interested in any party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation; provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of any such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction and may vote thereat to authorize such contract or transaction with a like force and effect as if he were not such director or officer of such corporation or not so interested.

IX.

The capital stock of the corporation may not be transferred except in connection with a transaction involving title to the real property to which that proportion of the water and conveyance rights of the corporation represented by such stock is appurtenant, or as otherwise provided by the By-Laws of the corporation, and only to the extent and in the manner provided in said By-Laws and as the same may from time to time be amended.

X.

Those shareholders present at an annual or special shareholder's meeting shall constitute a quorum for purposes of transacting any business before the meeting.

(corporate seal)

STATE OF IDAHO)
) ss.
County of Bonneville)

J. R. Byrne
President
John W. Kray
Secretary

On the 17th day of January, 1981, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared J. R. Byrne, who, being by me first duly sworn, declares that he is the President of Palisades Water Users, Incorporated, that he signed the foregoing document as President of the corporation, and the statements therein contained are true.

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

(seal)

Sam W. Lister
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: Life