



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ~~GEORGE H. MASTERS~~ ^{IRA H. MASTERS}, 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

BERNINGTON WATER SYSTEM, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the first day of May 194 5, original articles of amendment, as provided by Section ~~29-145~~ and 29-146 I.C.B., stipulating classes and rights of stock

and that the said articles of amendment contain the statement of facts required by law, and are recorded ~~on file roll~~ ^{on file roll} ~~in the~~ ^{in the} Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the articles 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 first day of May, in the year of our Lord one thousand nine hundred forty five, and of the Independence of the United States of America the One Hundred Sixty-nine.

Secretary of State.

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, the president and secretary respectively of Bennington Water System Inc. do hereby certify as follows:

That the Bennington Water System Inc. is a corporation duly organized and existing under and by virtue of the Laws of the state of Idaho.

That at a special meeting of the stockholders of said Corporation duly held at the principal place of business of said company, to-wit at the town of Bennington, in Bear Lake County, Idaho, on the 16th day of April 1945, at the hour of 7:30 P. M. for the purpose of considering and acting upon the proposition of amending the Articles of incorporation of said Company, stockholders holding more than two-thirds of the voting power of said corporation, that is to say holding twenty shares of stock in said company out of twenty seven shares entitled to vote, did thereat vote to adopt and did thereby adopt the following amendment to the articles of incorporation of said company, that is to say by amending Article V thereof so that it shall as Amended read as follows to-wit:

V.

The shares of stock of said corporation shall be divided into two classes, to be known as Class "A" shares and as Class "B" shares. That said shares of stock shall have no par value. The authorized number of Class "A" shares is sixty (60) and the authorized number of Class "B" shares is Thirty (30)

Class "A" shares shall be issued to such persons, firms or corporations who have heretofore contributed labor, money or property toward the construction of said system and in proportion to the amount of such labor, money or property contributed by each and who shall hereafter convey to said corporation after its organization such interests as they now possess in said water works system. Class "A" shares may also be issued to such other persons,

firms or corporations who desire water for use upon lands adjacent to or in the immediate vicinity of said water system; provided they shall subscribe for and pay to the corporation an amount equivalent to that paid per share by those who have constructed the present system and who convey their interests to said corporation; provided, further, said persons shall subscribe to and comply with the By Laws and all of the rules and regulations of said corporation.

Class "B" stock shall hereafter be issued to other persons, Firms or corporations, or to those who are also the holders of Class "A" stock upon such terms and conditions and for such amount of money as shall be determined from time to time by a vote of two-thirds of the holders of Class "A" stock and provided further that the holders of Class "B" stock shall subscribe to the By Laws and all of the rules and regulations of said corporation.

The holders of Class "A" stock shall always be entitled to a primary right in and to all waters in said system proportionate to the number of shares of said Class outstanding, which said rights shall always have priority over the rights of any holders of Class "B" stock and if there is at any time a diminution in the water supply or an amount insufficient for all purposes, the holders of Class "A" stock shall always have primary right and the holders of Class "B" stock may be diminished in their water supply or shut off as the exigencies of the situation may require.

Each class of stock, when issued, shall have equal voting rights and such rights shall be one vote for each share of stock; provided, however, that Class "B" stock shall never be permitted to vote on the right of admission or sale of additional Class "B" shares and that no more than two holders of Class "B" stock shall ever be at any one time eligible for membership on the board of directors of said Company."

We further certify that the above amendment does not make any change in the rights of the holders of shares of any class of the stock of said company and does not restrict the preemptive rights of any of the shareholders.

IN WITNESS WHEREOF, we, the said president and said Secretary
have hereunto set our hands this 26 day of April 1945.

Conover Wright
President
Wilson Weaver
Secretary

STATE OF IDAHO
County of Bear Lake, } ss.

Conover Wright and Wilson Weaver
being by me duly sworn, depose and say: That they are the President
and Secretary respectively of Bennington Water System Inc.; That they
have read the foregoing Certificate and know the contents thereof
and that the same is true of their own knowledge.

Conover Wright
Wilson Weaver

Subscribed and sworn to before me this 26 day of April
1945.

[Signature]
Notary Public for Idaho
Residing at Paris, Idaho.