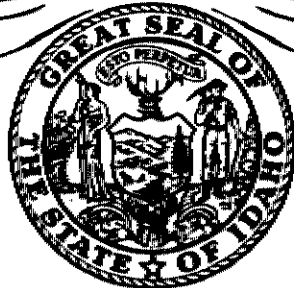


# State of Idaho



## 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

*CO-OP GAS & SUPPLY CO., INC.*

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the *6th* day of *April* 19 *77*, original articles of amendment, as provided by Section *30-146 30-147 Idaho Code* Amending *Section 1 of Article V*

and that the said articles of amendment contain the statement of facts required by law, and are *will be* /recorded on ~~Film~~ *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 *6th* day of *April*, A. D., 19 *77*.

Secretary of State

CERTIFICATE OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF THE  
CO-OP GAS & SUPPLY CO., INC.

SANDPOINT, IDAHO

We, the undersigned, Tom Copeland and James R. Wood

respectively the President and Secretary of the CO-OP GAS & SUPPLY CO., INC., P.O. Sandpoint, Idaho, a cooperative association, now organized and operating under the provisions of the Cooperative Marketing Act of Idaho, as amended, hereby certify:

1. That on January 20, 1977, the board of directors by a two-thirds majority vote of its members at a duly held meeting, adopted a Resolution proposing to amend the Articles of Incorporation of the aforesaid association, which Resolution set forth the proposed amendment.

2. That thereafter and on March 1, 1977, Notices were mailed to each and every stockholder containing a copy of the Resolution to be voted upon at the stockholders' meeting to be held in the Community Hall in Sandpoint, Idaho, on Wednesday, the 23rd day of March, 1977.

3. That at said time and place, at least a two-thirds majority of the stockholders present, a quorum being present, duly adopted said proposed amendment as set forth in the Resolution and stated as follows:

RESOLVED, That Section 1 of Article V of the Articles of Incorporation of the CO-OP GAS & SUPPLY CO., P.O. Sandpoint, Idaho, be and the same is amended to read as follows:

"Section 1. The management of this corporation shall be vested in a board of seven (7) directors, who shall be elected by and from the common stockholders at the annual meeting to be held upon call of the board of directors within 180 days after the close of the association's fiscal year. All vacancies in the board of directors shall be filled by the board until the next annual meeting."

BE IT FURTHER RESOLVED, That the President and Secretary of this association be and they hereby are, authorized and directed to make, execute and acknowledge a certificate under the corporate seal of this association and cause such certificate to be filed and recorded in the manner required by law.

IN WITNESS WHEREOF, we, the undersigned, have subscribed our names and caused the corporate seal of the said association to be hereto affixed this 23 day of March, 1977.

CO-OP GAS & SUPPLY CO., INC.

(CORPORATE SEAL)

By Tom Copeland  
President

And James R. Wood  
Acting Secretary

STATE OF IDAHO )  
                  ) SS  
COUNTY OF BONNER )

Tom Copeland and James R. Wood, being first duly sworn, on oath depose and say that they are respectively the President and Secretary of the CO-OP GAS & SUPPLY CO., INC., P.O. Sandpoint, Idaho, the association named in the foregoing Certificate; that said Certificate contains a true statement of the action of the members and board of directors of said association at the meetings duly held as aforesaid; that this Certificate is executed in behalf of said association by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said association.

Tom Copeland  
President  
James R. Wood  
Secretary Pro Tem

Subscribed and sworn to before me this 23 day of March, 1977.

Louisa Erickson  
Notary Public Bonner County  
SANDPOINT, Idaho

(NOTARIAL SEAL)

My Commission expires: 7-1-78