

# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

IRA H. MASTERS

I, ~~IRVING W. 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

THE FARMERS FRIEND CANAL 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 22nd day of February, 1952,

original articles of amendment, as provided by Sections 30-146, 30-147, and 30-149, I.C., amending Article Sixth, reducing the capital stock from \$60,000.00, divided into 2400 shares of the par value of \$25.00 each to \$35,000.00 divided into 1400 shares of the par value of \$25.00 each,

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. 72 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 22nd day of February, in the year of our Lord one thousand nine hundred fifty-two, and of the Independence of the United States of America the One Hundred Seventy-Sixth.

Secretary of State.

CERTIFICATES OF AMENDMENT  
CERTIFICATE AMENDING SIXTH ARTICLE OF INCORPORATION  
REDUCING CAPITAL STOCK OF FARMERS FRIEND CANAL CO. Ltd.

we, the undersigned, Earl Birch and C.K. Meservy, the President and Secretary respectively, of the Farmers Friend Canal Company, Limited, a corporation organized and existing under and by virtue of the laws of the State of Idaho, do hereby certify that

On February 2nd, 1952, a Special meeting, which had been duly and properly called, of the Stockholders of the Farmers Friend Canal Company, Limited, convened at St. Anthony, Idaho, at 2 P.M. for the purpose of reducing the Capital Stock of the Corporation, or acting upon the proposition  
A check of stock present showed that 1198 shares of the capital stock were represented of the total of 1386 subscribed shares i.e. voting power of the corporation, which was 274 shares over two-thirds

The Secretary explained the business for which the meeting had been called.

It was moved by C.K. Meservy, seconded by Earl C. Rice, and carried by a vote of 1198 shares of stock, "That we reduce the Capital Stock of the Farmers Friend Canal Company, Limited, of St. Anthony, Fremont County, Idaho, from \$60,000. divided into 2400 ~~xx~~ shares of \$.25. each to \$35,000. divided into 1400 shares having a par value of \$.25. each, and that the Board of Directors of said corporation be instructed, and directed hereby, to proceed and attend to the carrying out of this resolution of the stockholders, and that this action is duly transmitted to the proper authorities of the State of Idaho and the County of Fremont

"And that it be duly shown that this reduction of the Capital Stock 'will not reduce the fair value of the assets of the corporation to an amount less than the total amounts of its debts and liabilities plus the amount ~~plus the~~ of its capital stock as so reduced', as we now have no debts or liabilities and have \$1913.62 Cash on hand now in the Company's checking account in the St. Anthony Branch of the First Security Bank of Idaho, and the 1000 shares of the unsubscribed stock we hereby eliminate from the Capital Stock have been valueless and are now valueless so far as assets are concerned

"We, stockholders holding over two-thirds of the subscribed capital stock of the Farmers Friend Canal Company, Limited, of St. Anthony, Fremont County, Idaho, a domestic corporation, duly organized and existing under the laws of the State of Idaho, do now order that the Sixth Article of the Articles of Incorporation of said corporation be amended, and we do now amend it to read; "That the amount of the capital stock of this corporation shall be Thirty-five Thousand (\$35,000.) Dollars divided into Fourteen hundred (1400) shares of the par value of Twenty-five (\$.25.) Dollars each' and that the Board of Directors of the Corporation take all necessary action in this amendment reducing the capital stock as aforesaid, and duly certify same to the proper State and County officials as aforesaid that it be of record in their respective offices" There was not one opposing vote cast

We do also Certify that at a meeting of a majority of the Directors of the FARMERS FRIEND CANAL COMPANY, Limited, duly held on February 2nd, 1952, at St. Anthony, Idaho, the following Resolution was unanimously adopted:

"Be it resolved, that whereas in a special meeting of the Stockholders of the Capital Stock of the Farmers Friend Canal Company, Limited, held this day at which 1198 shares of the total 1386 shares of subscribed stock were represented, 1198 votes were cast in approval of a resolution to decrease the said corporation's stock from \$60,000. divided into 2400 shares of \$.25. each to \$35,000. divided into 1400 shares of a par value of \$.25. each, and amending the Sixth article of the Articles of Incorporation of this company to so stipulate, and designating that said reduction of Capital would not ~~reduce~~ the fair value of the assets of the corporation, and that said action approving said resolve was made by vote of more than two-thirds of the voting power of the corporation, we, the Directors of said corporation do declare the Sixth Article of the Articles of Incorporation of this said corporation amended to read: 'That the amount of the capital stock of this corporation shall be \$35,000. divided into 1400 shares of a par value of \$.25. each', and that the reduction of the Capital Stock, as stated in the resolution of the Stockholders, does not reduce the fair value of the assets of the corporation to an amount less than the total amounts of its debts and liabilities plus the amount of its capital stock as so reduced, as we have no debts or liabilities and have \$1913.62 cash now on hand, and we approve and certify all that is included in the resolution passed and adopted by the Stockholders herein above given

BE IT FURTHER RESOLVED, That the Chairman (President) and Secretary of this Board and meeting (Earl Birch and C.K. Meservy, respectively), do certify forthwith these proceedings to the Secretary of State under seal of this corporation, and take all necessary action to have this reduction of its capital stock properly recorded in the archived of the State of Idaho and this County of Fremont".

Witness our hands and seals and the seal of said corporation this                      day of February, 1952.

Countersigned and approved:

Earl Birch (Seal)  
Chairman and President

C.K. Meservy (Seal)  
Secretary

State of Idaho       )  
                          ) ss.  
County of Fremont)

Earl Birch and O.K. Meservy, being first duly sworn under oath, each for himself deposes and says, that they are the President (and Chairman) and Secretary respectively of the Farmers Friend Canal Company, Limited; that they so acted at all times herein referred to; that they have read the within and foregoing certificate, know the contents thereof and believe the same to be true

--- Earl Birch ---  
--- O.K. Meservy ---

Subscribed and sworn to before me this 19 day of February, 1952

--- Elmo R. Hathaway ---  
Notary Public  
Residing at St. Anthony, Idaho

My commission expires 2-17-55

State of Idaho       )  
                          ) ss.  
County of Fremont)

On this 19 day of February, 1952, before me,

Elmo R. Hathaway --- a Notary Public in and for the State of Idaho, personally appeared, Earl Birch and O.K. Meservy, known to me to be the President (Chairman) and Secretary, respectively, of the FARMERS FRIEND CANAL COMPANY, Limited, the Corporation that executed the within and foregoing instrument, and acknowledged to me that said Corporation executed the same

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

--- Elmo R. Hathaway ---  
Notary Public  
Residing at St. Anthony, Idaho

My Commission expires Feb. 17, 1955