

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

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YELLOWSTONE POWER & IRRIGATION COMPANY, LTD.

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Enlarging Purposes and Increasing Capital Stock.

The Yellowstone Power & Irrigation Company, Limited,
a corporation incorporated under the laws of the State of
Idaho by its proper officers, does hereby certify:

I

That the Board of Directors of said corporation, at
a meeting duly convened and held at the office of the Com-
pany in Marysville, Fremont County, Idaho, on the 31st day
of August, 1909, passed a resolution by a majority vote of
all the Directors of the Company, authorizing and directing
a meeting of the stockholders of said Company to be convened
at the office of the Company at Marysville, Fremont County,
Idaho on the 9th day of October, 1909, at 2 o'clock p. m.
for the purpose of considering and acting upon the follow-
ing propositions, viz:

(a) To authorize the increase of the capital stock
of the Company to \$100,000.00, divided into 10,000 shares
of the par value of \$10.00 per share, and amending the
Articles of Incorporation accordingly.

(b) To authorize the enlargement of the powers, pur-
poses and objects of the Company, and amending the Articles
of Incorporation accordingly.

(c) To authorize the amending of the Articles of Incorporation in any respect that to the stockholders assembled may seem necessary and proper, and for the purpose of doing any and all things necessary to accomplish any and all matters above set forth.

II.

That thereafter and on the 9th day of October, 1909, at 2 o'clock p. m., pursuant to such call of the Board of Directors and upon notice given to the stockholders of said Company in the manner provided by law (a copy of said notice being hereto attached as Exhibit "A", and which said notice was published once a week for five (5) consecutive weeks immediately preceding the date on which said meeting was held, in the "Ashton Enterprise", a weekly newspaper of general circulation published at Ashton, Fremont County, Idaho), a special meeting of the stockholders of said Company was held, at which said meeting stockholders owning more than two-thirds ($2/3$) of the entire capital stock of the Company, to-wit: one thousand, one hundred seven (1,107) shares, were present in person or represented by proxy, and all of said stock, to-wit: 1,107 shares, was voted in favor of enlarging the purposes and increasing the capital stock of said Company from One Thousand, Two Hundred Fifty (1,250) Shares, of the par value of Twenty (\$20.00) Dollars per share, to Ten Thousand (10,000) Shares, of the par value of Ten (\$10.00) Dollars per share; and of changing and amending the Articles of Incorporation accordingly. And at which said meeting the following resolution was unanimously adopted in relation to amending the Articles of Incorporation of said Company:

"BE IT RESOLVED by the stockholders of the Yellowstone Power & Irrigation Company, Limited, that the purposes and objects of said corporation be enlarged and extended as herein stated, and that the second subdivision or paragraph of the said Articles of Incorporation be amended to read as follows:

"SECOND.

That the purposes and objects for which this corporation is formed are:

(a) To locate, purchase, or otherwise acquire, and to own and hold water rights and rights to divert and appropriate water; to divert water from natural streams and to impound, store and conserve water and develop sources of water supply, and to distribute to the stockholders of this corporation water for the irrigation and reclamation of the lands of such stockholders, situated under and susceptible of reclamation from such works, and for domestic and other purposes;

(b) To locate, purchase and otherwise acquire, and to own and hold rights of way for canals, dams, reservoirs and other structures;

(c) To construct, maintain and operate dams, reservoirs and storage works of all kinds, canals, conduits, laterals and other distributing works for the purpose of storing, conserving, carrying and distributing water to the stockholders of the Company for irrigation purposes and for domestic and other uses;

(d) To acquire, construct, own, maintain and operate power plants, and to sell, lease and furnish power for all purposes;

(e) To take, purchase, hire or otherwise acquire, and to hold and own real and personal property or any interest or rights therein, and to work, develop, sell, convey, lease, mortgage, exchange, improve, and otherwise deal in and about and concerning the same; and to enter into any and all kinds of contracts, options, and other forms of agreement relative to real and personal property and any interest or rights therein;

(f) To distribute the water diverted through its said irrigation system and to which the company may be entitled, among the stockholders thereof equally and ratably by a method of distribution to be devised by the Board of Directors of the corporation or by the State Engineer of the State of Idaho, or as may be provided by law; and to fix, charge and collect from the

stockholders and all users of water from its said irrigation system, tolls, rentals, assessments, and maintenance charges, based upon the number of shares of stock held by each person or proportionate to the amount of water used or owned or the number of acres irrigated by each person, or by all of such methods, or by assessments upon the capital stock levied in accordance with the laws of Idaho, or such other method as may be prescribed in the By-laws of such corporation; to impose and collect such fines and penalties as may be imposed from time to time by the Board of Directors of the Company for the failure of its shareholders and water users to pay the tolls, rentals, assessments or maintenance charges when the same become due; and in addition to such fines and penalties, the Board of Directors of the Company may direct and order that no water shall be furnished or delivered to any delinquent stockholder or water user until all such tolls, rentals, assessments, maintenance charges, fines and penalties have been fully paid;

(g) To borrow or raise money for any purpose of its incorporation; to issue its bonds, notes or other obligations for moneys so borrowed, or in payment of or in exchange for any real or personal property, or rights or franchises acquired, or other value received by the corporation, and to secure such obligation by pledge, or mortgage under deed of trust, or otherwise, of or upon the whole or any part of the property at any time held by the corporation, and to sell or pledge such bonds, or discount such notes or other obligations, for its proper corporate purposes;

(h) To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and this to the same extent and as fully as natural persons might or could do.'

BE IT FURTHER RESOLVED by the stockholders of the Yellowstone Power & Irrigation Company, Limited, that the amount of the capital stock of said corporation be increased from One Thousand, Two Hundred and Fifty (1,250) shares of the par value of Twenty (\$20.00) Dollars per share, to Ten Thousand (10,000) Shares of the par value of Ten (\$10.00) Dollars per share; and,

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BE IT FURTHER RESOLVED, That subdivision 6 of the Articles of Incorporation of said Company heretofore filed with the Secretary of State of the State of Idaho and the County Recorder of Fremont County, Idaho, be amended to read as follows:

"6

"That the amount of the authorized capital stock of this corporation shall be One Hundred Thousand (\$100,000.00) Dollars, divided into Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) per share."

BE IT FURTHER RESOLVED, That the Chairman and Secretary of this meeting be directed to cause a proper certificate of amendment to the Articles of Incorporation of this Company, to be executed and filed in accordance with the statutes of the State of Idaho in such cases made and provided."

I N W I T N E S S W H E R E O F .

The said Yellowstone Power & Irrigation Company, Limited, has caused this certificate to be signed by the Chairman and Secretary of said stockholders' meeting, and its Corporate Seal to be hereto affixed, and the majority of the Board of Directors have hereunto subscribed their names, in duplicate, this ^{20th} day of October, 1909.

YELLOWSTONE POWER & IRRIGATION COMPANY, LIMITED.

By *L.B. Reynolds*
Chairman.

ATTEST:

Fred A. Wilkie
Secretary.

W.M. Mayman
Director.

E.B. Hunt
Director.

Fred A. Wilkie
Director.

STATE OF IDAHO

County of *Ada*

) ss.

FRED A. WILKIE, being first duly sworn according to law, upon his oath deposes and says:

That he was the Secretary of the special meeting of the stockholders of the Yellowstone Power & Irrigation Company, Limited, held on the 9th day of October, 1909, and referred to in the foregoing certificate; that the statements contained in the foregoing certificate are true and correct; that said meeting was called by a majority vote of the Directors of said Company; that the notice of said meeting was published once a week for five consecutive weeks immediately preceding October 9th, 1909, in the Ashton Enterprise, a newspaper of general circulation, published at Ashton, Idaho; that said notice contained the amount to which it was proposed to increase the capital stock of the Company and the purposes for which said meeting was called, and the time and place of said meeting, a true copy of said notice is hereto attached and marked Exhibit "A"; that at said meeting of the stockholders, the resolution set forth in the foregoing certificate was unanimously adopted; that stockholders owning 1,107 shares of the capital stock of said Company were represented at said meeting in person or by proxy, and voted in favor of said resolution; that C. E. Hurtt, W. K. Wayman and Fred A. Wilkie, who subscribed the foregoing certificate, as Directors of said Company, now are and at the time when said special meeting of the stockholders was held were, a majority of the duly elected, qualified and acting Directors of said corporation.

Fred A. Wilkie

SUBSCRIBED and sworn to before me this *20th* day of October, 1909.

Oliver A. Thayer
Notary Public.

STATE OF IDAHO

County of Fremont

) ss.
)

L. B. RHYNOLDS, being first duly sworn according to law, upon his oath deposes and says:

That he was the Chairman of the special meeting of the stockholders of the Yellowstone Power & Irrigation Company, Limited, held on the 9th day of October, 1908, at Marysville, Fremont County, Idaho; that he has read the foregoing certificate and the Affidavit of Fred A. Wilkie and knows the contents thereof; that the same are true of this affiant's own knowledge.

L. B. Rhynolds
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SUBSCRIBED and sworn to before me,
this 28th day of October, 1908.

James G. Wood
Notary Public.

2-18-18

EXHIBIT "A"

**Yellowstone Power & Irrigation Company, Limited.
Special Meeting of Stockholders.**

**To the Stockholders of the
Yellowstone Power & Irrigation Co., Ltd.;**

Notice is hereby given that a special meeting of the stockholders of the Yellowstone Power & Irrigation Company, Limited, has been called by the Board of Directors, to convene in the office of the Company, at Reynolds Building, at Marysville, Idaho, on the 9th day of October, 1909, at two o'clock p. m., for the purpose of considering and acting upon the following propositions, viz:

- (1) To authorize the increase of the capital stock of the Company to \$100,000.00, divided into 10,000 shares of the par value of \$10.00 per share, and amending the Articles of Incorporation accordingly.
- (2) To authorize the enlargement of the powers, purposes and objects of the Company, and amending the Articles of Incorporation accordingly.
- (3) To authorize the amending of the Articles of Incorporation in any respect that to the stockholders assembled may seem necessary and proper, and for the purpose of doing any and all things necessary to accomplish any and all of the matters above set forth.

Dated this 31st day of August, 1909.

By order of the Board of Directors.

FRED A. WILKIE,

Secretary

State of Idaho,

County of Fremont. SS

I, I. N. Corey, Recorder of Fremont County, State of Idaho, certify the foregoing instrument to be a true and correct literal exemplification of the Certificate of Amendment to Articles of Incorporation of Yellow Stone Power & Irrigation Company, Ltd., of record in C of Incorporations.

Witness my hand this 20 day of January, A. D. 1910

I. N. Corey
Recorder