



CERTIFICATE OF AMENDMENT
OF

SUBLETT IRRIGATION COMPANY

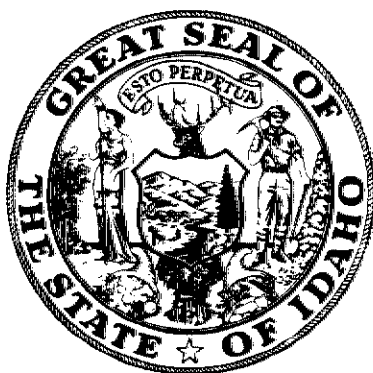
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

SUBLETT IRRIGATION COMPANY

duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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 _____ February 1, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley J. Clark

Corporation Clerk

RECEIVED
SEC. OF STATE

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RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
SUBLETT IRRIGATION COMPANY

The undersigned incorporators and directors of Sublett Irrigation Company submit the following Restated and Amended Articles of Incorporation to the Secretary of State, State of Idaho:

RESTATED ARTICLE 1

NAME

The name of the corporation shall be Sublett Irrigation Company.

RESTATED ARTICLE 2

NONPROFIT

The corporation is organized as a nonprofit corporation pursuant to the laws of the State of Idaho.

RESTATED ARTICLE 3

DURATION

The duration of the corporation shall be perpetual.

RESTATED ARTICLE 4

PURPOSES

The corporation is organized for the following purposes:

1. To acquire, own, hold, buy, sell, develop, file upon, procure by appropriation or otherwise, water, water rights, springs, artesian wells or other sources of water

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3 supply; to drill for water, or to develop natural springs or
4 other sources of water supply.

5 2. To acquire, own, hold, build, construct, maintain,
6 operate reservoirs, dams, head gates, and diversion works,
7 conduits, pipe lines, ditches, flumes, hydrants, wells or other
8 apparatus for storing, impounding, conveying, distributing and
9 supplying water to stockholders for domestic, culinary and
10 irrigation purposes, at actual cost and without pecuniary
11 profit, and to that end to construct reservoirs, dams, head
12 gates, measuring devices and diversion works, ditches, and other
13 conduits and to distribute water to the respective stockholders.

14 3. To sell, rent and distribute water to
15 stockholders.

16 4. To buy, own, hold, contract for, lease, rent,
17 sell, convey, develop, improve, mortgage, incumber or otherwise
18 handle, transfer or operate real estate, improvements upon real
19 estate, buildings necessary or otherwise for operating and
20 maintaining the business and affairs of this corporation.

21 5. To borrow money and execute its promissory notes,
22 bills of exchange, drafts or other negotiable instruments
23 therefor, and to secure the same by mortgages, trust deeds,
24 debentures or other incumbrances upon the property of this
25 corporation. To loan money, to issue bonds and sell the same,
26 to purchase or retire bonds, to own, hold, buy, sell, mortgage,

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3 lease, hypothecate or otherwise dispose of shares of the capital
4 stock of this corporation, or any other corporation.

5 6. To make all necessary rules, regulations and
6 provisions for the operation and maintenance of reservoirs,
7 irrigation systems, head gates, ditches, conduits, and for
8 distributing the water to stockholders of this corporation, and
9 to collect rentals, tolls, or dues therefor, sufficient to
10 defray the expenses of maintaining, operating and distributing
11 the waters belonging to this corporation to the respective
12 stockholders without profit.

13 7. To do all things necessary to be done in properly
14 procuring, developing, drilling for, storing and distributing
15 water; constructing, maintaining reservoirs and diversion works,
16 and collecting rentals therefor, not, however, for pecuniary
17 profit, but for the actual cost and expense of distributing,
18 supplying water, and for operating, maintaining and repairing
19 any such reservoirs, storage works or distributing systems, or
20 other property belonging to the corporation.

21 8. Any other lawful purpose of a nonprofit
22 corporation allowed by the laws of the State of Idaho.

23 RESTATED ARTICLE 5

24 INITIAL REGISTERED OFFICE AND AGENT

25 The initial registered office and the initial
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registered agent of the corporation are:

Address of initial registered office:

Jim Rigby residence, Sublett Route, Malta, Idaho 83342

Name of initial registered agent at such address:

Jim Rigby

RESTATED ARTICLE 6

INITIAL DIRECTORS

The names and address of the directors constituting the initial Board of Directors are:

Elmer Adams
Sublett Route
Malta, Idaho 83342

Lyle Adams
Sublett Route
Malta, Idaho 83342

John Schorzman
Sublett Route
Malta, Idaho 83342

Jim Rigby
Sublett Route
Malta, Idaho 83342

Dee Rasmussen
Sublett Route
Malta, Idaho 83342

RESTATED ARTICLE 7

INCORPORATORS

The name and street address of the incorporators are the same as the initial Board of Directors.

AMENDED ARTICLE 8

VOTING RIGHTS

Stockholders shall not be entitled to cumulate votes. At each election for directors every shareholder entitled to

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3 vote at such election shall have the right to vote, in person or
4 by proxy, the number of shares owned by him for as many persons
5 as there are directors to be elected.

6 AMENDED ARTICLE 9


7 AMENDMENT AND RESTATEMENT OF ARTICLES

8 Except for the designated Amended Articles 8 and 9,
9 the restated Articles of Incorporation correctly set forth
10 without change the corresponding provisions of the Articles of
11 Incorporation of Sublett Irrigation Company. The restated
12 Articles of Incorporation together with the designated amended
13 Articles supersede the original Articles of Incorporation. The
14 amendment was approved by resolution of the incorporators and
15 directors, and received the affirmative vote of the holders of
16 more than three-fourths (3/4) of the shares entitled to vote
17 thereon.

18 DATED: January 11, 1988

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21 Elmer Adams

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23 Lyle Adams

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25 John Schorzman
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Jim Rigby
Jim Rigby, Secretary

Dee Rasmussen
Dee Rasmussen, President

STATE OF IDAHO)
County of Cassia) ss

I, Brenda Sanford, a Notary Public, do hereby certify that on this 20th day of January, 1988, personally appeared before me DEE RASMUSSEN, who, being by me first duly sworn, declared that he is the President of Sublett Irrigation Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Brenda Sanford
Notary Public for Idaho
Residing at Hayburn ID
My commission expires on 9-10-92

CERTIFIED RESOLUTION OF
SUBLETT IRRIGATION COMPANY

Jim Rigby, Secretary of Sublett Irrigation Company certifies that the following resolution was adopted by the incorporators and directors of Sublett Irrigation Company and affirmed by a vote of more than three quarters of the shareholders of Sublett Irrigation Company at a meeting of the incorporators, directors, and shareholders of Sublett Irrigation Company held at Sublett, Idaho on Jan. 11, 1988 :

Upon motion duly made, seconded and carried it was resolved that the Articles of Incorporation of Sublett Irrigation Company be restated and that they be amended to include the following Article:

AMENDED ARTICLE 8

VOTING RIGHTS

Stockholders shall not be entitled to cumulate votes. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected.

It was further resolved that the incorporators, officers and directors take such action as is necessary in order to file the Restated and Amended Articles of Incorporation with the Secretary of State.



Jim Rigby, Secretary

(Corporate Seal)