

AMENDMENT TO ARTICLES OF INCORPORATION

Pursuant to Section 30-3-93 of the Idaho Code and the Idaho Business Corporations Act, the undersigned corporation adopts the following Amendment to its Articles of Incorporation:

1. The name of the corporation is PAYETTE RIVER IRRIGATION OFFICE, INC.

2. The following amendments to the Articles of Incorporation was adopted by the Shareholders of PAYETTE RIVER IRRIGATION OFFICE, INC. on the 24th day of December, 1997, in the manner prescribed by the laws of the State of Idaho.

Resolved that Article IX of the Articles of Incorporation, be amended to read as follows:

I.

This corporation shall have no stock and no dividends, no pecuniary profits shall be declared or paid to the members thereof, or to any other private individual, and all of its earnings shall be used to further the purposes of this corporation as hereinabove set forth. In the event of dissolution after payment of expenses, the assets of the corporation shall be equally divided and delivered to the following non-profit corporations: Noble Ditch Co., Ltd., Farmers Co-Operative Irrigation Co., Ltd. and Lower Payette Ditch Co.

II.

Be it further resolved that the said amendments are hereby adopted and approved.

3. The date of the adoption of the amendment to the Articles of Incorporation was the 24th day of December, 1997.

Executed by the undersigned in duplicate at Payette, Idaho, this 24th day of December, 1997.

4. 100% of the members entitled to vote, voted in favor of the amendment.

IDAHO SECRETARY OF STATE

12/31/1997 09:00  
CK: 7270 CT: 3626 BH: 68699

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PAYETTE RIVER IRRIGATION OFFICE, INC.

By Walter Garman  
President

Attest:

By Marc Shigeta  
Secretary

STATE OF IDAHO )  
: ss.  
County of Payette )

On this 24<sup>th</sup> day of December, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared WALTER GARMAN and MARC SHIGETA known to me to be the President and Secretary respectively, of the Corporation that executed the foregoing Amendment to Articles of Incorporation, or the persons who executed the Amendment to Articles of Incorporation on behalf of said Corporation, and acknowledged to me that such Corporation executed the same.

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

Serraine M. Hunauker  
Notary Public for Idaho  
Residing at: Twitland  
My Comm. Expires: 10-20-99

STATE OF IDAHO )  
: ss.  
County of Payette )

I, Serraine M. Hunauker a Notary Public, do hereby certify that on this 24<sup>th</sup> day of December, 1997, personally appeared before me WALTER GARMAN, who, being by me first duly sworn, declared that he is the President of PAYETTE RIVER IRRIGATION OFFICE, INC., and that he signed the foregoing document as President of the Corporation, and MARC SHIGETA, who, being by me first duly sworn, declared that he is the Secretary of PAYETTE RIVER IRRIGATION OFFICE, INC., and that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

Serraine M. Hunauker  
Notary Public for Idaho  
Residing at: Twitland  
My Comm. Expires: 10-20-99