

**ARTICLE OF AMENDMENT TO
ARTICLES OF INCORPORATION
of
North Fremont Canal Systems, Inc.
A Nonprofit Corporation**

01 MAR 2001 10:22
IDHO SECRETARY OF STATE
03/01/2001 09:10
CX: 1496 CT: 2532 IN: 30320
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STATE OF IDAHO

084-81

Pursuant to the provisions of Section 30-1-1006 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its previously Amended Articles of Incorporation:

- I. The name of the corporation is North Fremont Canal Systems, Inc.
- II. The following Amendment of Article Seventh of the previously Amended Articles of Incorporation of said Corporation was adopted by the shareholders of the Corporation on February 22, 2001, in the manner prescribed by the Idaho General Business Corporation Act:

SEVENTH

Section 1. In carrying out the purposes of this Corporation to furnish for its stockholders water for irrigation, domestic use, watering livestock and all other beneficial uses of water, the Corporation has issued stock to its stockholders in unequal numbers of shares, issuing to each stockholder the number of shares deemed sufficient for that stockholder's needs. The funds necessary for the accomplishment of said purposes are raised by assessments on those shares.

Section 2. This Corporation shall at all times be operated on a non-profit basis for the benefit of its stockholders. No interest or dividends shall be paid or payable to the stockholders by the Corporation.

Section 3. In the payment of assessments, which shall be uniform on each share of stock, the business of the Corporation shall be so conducted that only sufficient funds shall be levied and collected from the stockholders as are necessary for the payment of its reasonable and necessary expenses in carrying out the purposes of the Corporation. Should an excess of funds be collected, the same shall, at the discretion of the board of

directors of the Corporation, be returned to the stockholders on a per share basis, or the Corporation shall reduce the amount of the next assessment on said stock, after taking into account any surplus of funds over the Corporation's reasonable needs for normal business purposes, retiring indebtedness, expansion, or maintaining reserves for necessary purposes. The books and records of the Corporation shall be set up and kept in such a manner that at the end of each fiscal year, a record of the amount of surplus funds collected by the Corporation by assessments shall be made.

All such amounts received by the Corporation from its operations in excess of costs and expenses shall, insofar as permitted by law, be used to offset any losses incurred during the current or any prior fiscal year.

Section 4. In the event of dissolution or liquidation of the Corporation, after all outstanding taxes and indebtedness of the Corporation shall have been paid, together with all costs of dissolution or liquidation, all gains from the sale of an appreciated asset, as well as all other assets, including funds of the Corporation, shall be returned to the stockholders on a per share basis.

III. This corporation has seven (7) shares of authorized capital stock.

IV. The number of shares of the Corporation outstanding at the time of such adoption was seven (7); and the number of shares entitled to vote thereon was seven (7).

V. Following are the names of the share holders, their mailing addresses and the number of shares each has, to wit:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
FARMERS OWN DITCH COMPANY, LIMITED Jack Steinman, President	1142 North 3500 East Ashton, ID 83420	2
MARYSVILLE IRRIGATION COMPANY Jeff Jenkins, President.	P.O. Box 577 Ashton, ID 83420	4
YELLOWSTONE POWER AND IRRIGATION COMPANY, LTD. Jack Marotz, President	3936 East 1400 North Ashton, ID 83420	1

VI. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>No. of Shares</u>
Common	7

VII. The number of shares voted for such amendment was seven (7); and the number of shares voted against such amendment was zero (0).

VIII. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

<u>Class</u>	<u>No. of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Common	7	0

IX. The manner in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be affected is as follows:

There was no exchange, reclassification, or cancellation of issued shares provided for in the amendment, so there is "No Effect".

X. Such amendment does not change the amount of stated capital nor does it change anything concerning the stated capital.

Dated this 22nd day of February, 2001.

NORTH FREMONT CANAL
SYSTEMS, INC.

Jeff Jenkins
Jeff Jenkins, President

Jack Steinman
Jack Steinman, Vice- President

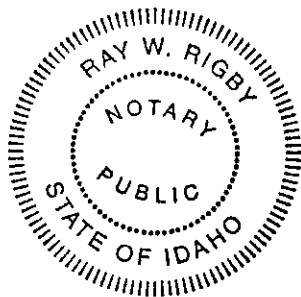
Jack Marotz
Jack Marotz, Secretary

Lon Atchley
Lon Atchley, Assistant Secretary

Corporate Acknowledgment

STATE OF IDAHO)
 ss.
County of Madison.)

On this 22nd day of February, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared Jeff Jenkins, Jack Steinman, Jack Marotz and Lon Atchley, known to me to be the President, Vice-President, Secretary, and Assistant Secretary, respectively, of North Fremont Canal Systems, Inc., the corporation that executed the foregoing instrument, and acknowledged to me that such corporation executed the same.



Ray W. Rigby
Notary Public for Idaho
Residing at: Rexburg
My Commission expires: 3-12-2005

ATTEST:

By: Lon Atchley
Lon Atchley, Secretary

FARMERS OWN DITCH
COMPANY, LIMITED
By: Jack Steinman
Jack Steinman, President

MARYSVILLE IRRIGATION COMPANY

ATTEST:

By: Lon Atchley
Lon Atchley, Secretary

By: Jeff Jenkins
Jeff Jenkins, President

YELLOWSTONE POWER AND
IRRIGATION COMPANY, LTD.

ATTEST:

By: Jean Howell
Jean Howell, Secretary

By: Jack Marotz
Jack Marotz, President