



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, 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

HARRISON CANAL AND IRRIGATION COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **12th** day of **June** 19 **68**, original articles of amendment, as provided by Section **30-160, Idaho Code, extending the corporate existence to perpetual.**

and that the said articles of amendment contain the statement of facts required by law, and are ~~to be~~ recorded on ~~Film-Microfilm~~ 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 **12th** day of **June**, A. D., **1968**.

Secretary of State

CERTIFICATE OF PROCEEDINGS OF THE
BOARD OF DIRECTORS OF THE
HARRISON CANAL & IRRIGATION COMPANY
EXTENDING ITS TERM OF CORPORATE EXISTENCE

We, the undersigned, Walter Chapple, Grant F. Stucki, R. Howard Andrus, James E. Kemper and J. William Lords, being and constituting the Board of Directors of the Harrison Canal & Irrigation Company, a corporation organized and existing under and by virtue of the laws of the State of Idaho, do hereby certify, as follows:

That the said Harrison Canal & Irrigation Company was incorporated on the 11th day of January, 1909, and the term of its corporate existence, set forth in its Articles of Incorporation, was a period of fifty years from said date.

That heretofore the Board of Directors of said corporation, by a two-thirds vote, found that extending the term of the corporation's existence, to make its existence perpetual from the 11th day of January, 1959, would be in the best interests of the stockholders, and said Board of Directors thereupon fixed a time and place for the holding of a Directors' meeting at which the question of the proposed extension was to be finally voted upon by the Directors; and, said Board of Directors ordered that notice of said meeting be mailed to each stockholder shown on the books of the corporation thirty days prior to the date fixed for said meeting, that said notice be published once a week for four consecutive weeks prior to

said meeting, in a newspaper of general circulation in the area served by the Company; and, such notice was so mailed and published, stating the intention of the Board to vote upon such proposed extension, and it set forth the right of stockholders to object to such proposed extension; and, on the 5th day of April, 1968, the Board of Directors met, pursuant to notice, to consider and act upon the proposal to extend the corporation's term of existence, and the Board having found that neither stockholders representing one-third or more of the capital stock of the corporation nor one-third or more of the members thereof had made objection to such proposed extension either at or prior to said meeting, the following resolution was duly presented, put and carried unanimously:

"NOW, THEREFORE, BE IT RESOLVED, that pursuant to notice, the Board of Directors of this corporation having considered the proposal to extend the corporate existence of this corporation, and having found that neither stockholders representing one-third or more of the capital stock of the corporation, nor one-third or more of the members thereof, had objected to the proposed extension of the corporation's existence, the corporate existence of the Harrison Canal & Irrigation Company is hereby extended, as provided by law, making such existence perpetual from and after the 11th day of January, 1959, and the proper officers and members of the Board of Directors are hereby authorized to sign and verify all certificates or documents necessary or proper to evidence the action taken by the Stockholders and Board of Directors of this corporation to secure the extension of the term of the corporate existence as stated."

That the foregoing is a full, true and correct statement of the proceedings of the Board of Directors in proposing

that the corporation's existence be made perpetual and in noticing a meeting at which that proposal would be considered and acted upon, as well as of the meeting of the Board of Directors at which the above resolution, making the corporation's existence perpetual, was passed, approved and adopted.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of said corporation this 10th day of June, 1968.

(Seal)

Walter E. Chapple
Walter Chapple, Chairman

Grant F. Stucki
Grant F. Stucki, Secretary

R. Howard Andrus
R. Howard Andrus

James E. Kemper
James E. Kemper

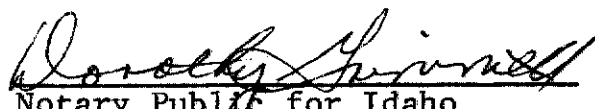
J. William Lords
J. William Lords

STATE OF IDAHO)
)
County of Bonneville) ss.

On this 10th day of June, 1968, before me, the undersigned, a Notary Public in and for said state, personally appeared WALTER CHAPPLE, GRANT F. STUCKI, R. HOWARD ANDRUS, JAMES E. KEMPER and J. WILLIAM LORDS, known to me to be the persons whose names are subscribed to the foregoing document, and acknowledged to me that they executed the same.

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

(Seal)


Notary Public for Idaho
Residing at Idaho Falls

My Commission Expires:

May 10, 1969