

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

GRANT CANAL COMPANY

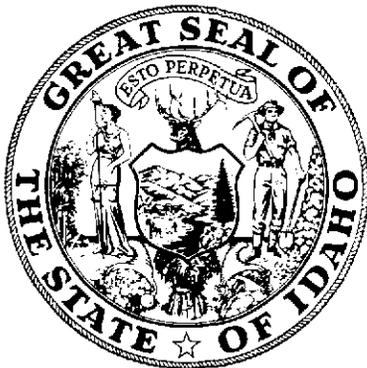
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

GRANT CANAL COMPANY

duly signed and verified pursuant to the provisions of the Idaho Business 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 _____ **May 16** , 19 **86** .



Pete T. Cenarrusa

SECRETARY OF STATE

Sally J. Clark
Corporation Clerk

"ARTICLES OF AMENDMENT GRANT CANAL COMPANY"

RECEIVED
SEC. OF STATE

To be in accordance with the requirements stated in section 1.501(c)(12)-1(a) of the Income Tax Regulations and Revenue Ruling 72-36 for an organization to be exempt under section 501(c)(12), the following provisions are being added to the Articles of Incorporation of the Grant Canal Company this 3rd day of May 1986, under Article IV:

(e) Funds in excess of those needed to meet current losses and operating expenses shall be retained only to the extent of the organizations reasonable needs for normal business purposes, such as retiring indebtedness, expansion, or maintaining reserves for necessary purposes. Earnings in excess of reasonable needs will be returned to the members in proportion to the amount of business done with the organization.

(f) The organization will keep records that show the amount of business done by each member on the basis of its annual accounting period and of each member's rights and interest in the assets of the organization.

(g) If a person's membership is withdrawn or terminated, his equitable interest in the organization will be forfeited.

(h) Upon dissolution, if the organization has gains from the sale of an appreciated asset, it must distribute, to the extent practicable, the gains, as well as other funds, to all persons who were members during the period which the asset was owned by the organization in proportion to the amount of business done by such members during that period.

The number of Capital stock currently owned by stock holders in the Grant Canal Company is 2732 shares.

Number of share which voted for the amendments, 2138

Number of shares which voted against the amendment, 0

Number of shares not present at official meeting. 594

In Witness Whereof, we have hereunto set our hand, and have sworn to the statements that are contained therein are true.

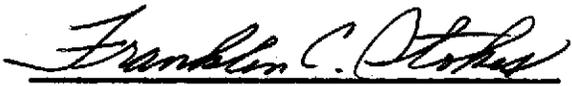
Elmer Ellsworth
Elmer Ellsworth President

Robert Cordingley
Robert Cordingley Vice-President

Rulan J. Cook
Rulan J. Cook Secretary

STATE OF IDAHO)
)
COUNTY OF Bonneville)

I, Franklin C. Stokes, a notary public, do hereby certify that on this 12th day of May, 1986, Personally appeared before me Rulan J. Cook, who, being by me first duly sworn, declared that he is the Secretary of The Grant Canal Company, that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.


Notary Public for Idaho
Residing at: Idaho Falls, Idaho
My Commission Expires: December 31, 1988.

(Notary Seal)