

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, FRED E. LUKENS, 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

LOWER PAYETTE DITCH COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the twenty-sixth day of February 1932, original articles of amendment, as provided by Sections 33-34 of Chapter 262 of the 1929 Session Laws of the State of Idaho, extending its corporate existence to perpetuity and adding Article VII to the Articles of Incorporation,

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A- 25 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the corporate existence of the Lower Payette Ditch Company has been extended to perpetuity and that Article VII has been added to the Articles of Incorporation.

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 26th day of February, in the year of our Lord one thousand nine hundred and thirty-two, and of the Independence of the United States of America the One Hundred and fifty-sixth.

Secretary of State.

AMENDMENT NO. 1 TO THE ARTICLES OF INCORPORATION
OF THE LOWER PEYETTE DITCH COMPANY.

AMENDMENT NO. 1.

That paragraph "FIRST" of the Articles of Incorporation of The Lower Peyette Ditch Company, and all amendments thereto, be amended to read as follows:

The name of this corporation shall be Lower Peyette Ditch Company.

AMENDMENT NO. 2

That paragraph "SECOND" of the Articles of Incorporation of Lower Peyette Ditch Company and all amendments thereto be amended to read as follows:

The objects and purposes for which this Corporation heretofore has been and now is incorporated are as follows:

To create and construct, to enlarge and control and operate the said "Lower Peyette Ditch", its laterals, diversions, mains, intakes and outlets, its lateral lines, waterways or water courses, and all waters flowing into said ditch, and water and waters belonging to said Corporation and its users, and all other property of said Company. To extend said ditch wherever the same be so necessary, to create and enlarge said ditch, to change the location of said ditch in places where the same needs changing from time to time, to maintain and protect the water and water rights belonging to said ditch and to purchase, lease, own and control capital stock of other corporations. To acquire and control all property of said ditch and

the water flowing in said ditch, the water in stockpiles of said company carried by said ditch;

To manage, control, correct and start or add to the water rights and storage waters, dams and reservoirs now held by said Lower Payette Ditch Company, or owned by it, or hereafter held or acquired by the said company, or carried in said ditch or owned by the users of said ditch and carried in said ditch; to make additional and new filings upon water rights and perfect the same, and to acquire by purchase or otherwise, additional water, water rights, storage water and water rights, and additional ditch and ditch rights;

And at all times to conduct and operate, manage and control this corporation and said ditch and its facilities and holdings as a Non-profit Cooperative Corporation.

ARTICLE III

That paragraph "THIRD" of the Articles of Incorporation of Lower Payette Ditch Company and all amendments thereto be made to read as follows:

That the location and post office address of the Registered Office of Lower Payette Ditch Company be and is Payette, Idaho.

ARTICLE IV

That paragraph "FOURTH" of the Articles of Incorporation of Lower Payette Ditch Company and all amendments thereto be made to read as follows:

That the duration of this Corporation shall be perpetual.

ARTICLE NO. 5.

That paragraph "IX" of the Articles of Incorporation of Lower Payette Ditch Company be amended by adding thereto the following:

That the number of the Directors of said Company is and hereinafter shall be, five, and that one of them shall be a stockholder in said Corporation.

ARTICLE NO. 6.

That paragraph "XIV" of said Articles of Incorporation of Lower Payette Ditch Company and all amendments thereto be made to read as follows:

That the amount of the capital stock of said Company now is and hereinafter shall be \$52,000.00 divided into 5,400 shares of the par value of \$9.00 per share. That said shares are not cashed.

ARTICLE NO. 7.

That there be added to said Articles of Incorporation of Lower Payette Ditch Company, a new paragraph, number VII, and shall read and be as follows:

The Articles of Incorporation of Lower Payette Ditch Company may at any time be amended at any annual stockholders meeting or any special meeting called in accordance with the provisions of the laws of the State of Idaho, by a majority vote of the stockholders representing thirty per cent of the total number of shares of said Company, or by the written consent of shareholders representing

thirty per cent of the outstanding capital stock of the Corporation.

TERMINING CLAUSE:

That all provisions of the Articles of Incorporation of Lower Payette Litch Company, Incorporated, or amendments to said Articles or additions to said Articles in conflict with any of the amendments or new sections heretofore set out, are hereby recalled.

State of Idaho, County of Payette, ss.

I, L. Jensen, president of the Lower Payette Litch Company and Alexis Jackson, secretary of the Lower Payette Litch Company, being each duly sworn, for himself deposes and says: That there was held, on the 10th day of January, 1933, a special meeting of the stockholders of the Lower Payette Litch Company, a domestic Corporation, duly called according to law, for the purpose of voting on and adopting the foregoing amendments to the Articles of Incorporation of said Lower Payette Litch Company heretofore set out. That he was present at said meeting; that said meeting was duly called and regularly held. That at said meeting there were present, in person and by proxy, shareholders of said Corporation representing 4843 shares. That each and all of the foregoing amendments were presented to said stockholders, and duly voted on by said stockholders and that each of said amendments and all of them were unanimously carried; each and all of said amendments receiving the vote of 4843 shares, and were duly and regularly adopted and carried. That on said 10th day of January there were outstanding 6340 shares of the stock of the Lower Payette Litch Company.

L. Jensen

President

Alexis Jackson

Secretary.

Subscribed and sworn to before me this 1st day of February, 1933.

Ernest K. Keweenaw

Notary Public for Idaho, residing at Payette, Idaho.
My commission expires March 13, 1935.