

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

BURGESS CANAL AND IRRIGATING COMPANY

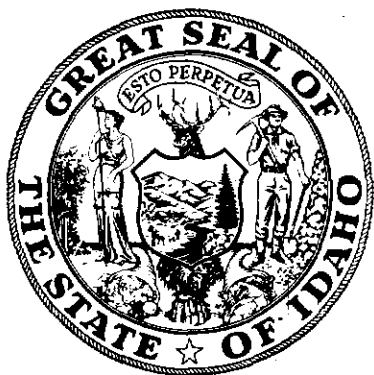
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

BURGESS CANAL AND IRRIGATING 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 **February 26**, 19 **82**



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT OF STATE

We, the undersigned, president and secretary of Burgess Canal and Irrigating Company, do hereby certify:

1. The name of the corporation is Burgess Canal and Irrigating Company.

2. The amendments to the Articles of Incorporation of Burgess Canal and Irrigating Company, are as follows:

A. That Article 4. shall be amended to read as follows:

ARTICLE 4.

The time of existence of this corporation shall be perpetual.

B. That a new Article designated 8. be added as follows:

ARTICLE 8.

This corporation is a non-profit corporation.

C. That a new Article designated 9. be added as follows:

ARTICLE 9.

All outstanding shares of the corporation shall continue to be assessable for payment of the obligations of the corporation in the manner and to the extent provided in the By-Laws of the corporation and as said By-Laws may from time to time be amended.

D. That a new Article designated 10. be added as follows:

ARTICLE 10.

The capital stock of the corporation may not be transferred except in connection with a transaction involving title to the real property to which that proportion of the water and conveyance rights of the corporation represented by such stock is appurtenant, or as otherwise provided by the By-Laws of the corporation, and only to the extent and in the manner provided in said By-Laws and as the same may from time to time be amended.

E. That a new Article designated 11. be added as follows:

ARTICLE 11.

Those shareholders present at an annual or special shareholders' meeting shall constitute a quorum for purposes of transacting any business before the meeting.

3. The foregoing amendments to the Articles of Incorporation were adopted and approved at the annual meeting of the shareholders of Burgess Canal and Irrigating Company, on March 6, 1981.

4. There are 4,000 shares outstanding of Burgess Canal and Irrigating Company, and the same number of shares is entitled vote on amendments to the Articles of Incorporation.

5. At the annual meeting of shareholders of Burgess Canal and Irrigating Company, held on March 6, 1981, 750.8 shares of stock voted in favor of the foregoing amendments to the Articles of Incorporation of Burgess Canal and Irrigating Company, and 371.3 voted against said amendments.

6. Said amendments do not provide for exchange, reclassification or cancellation of issued shares.

7. Said amendments effect no change in the amount of stated capital of Burgess Canal and Irrigating Company.

(corporate seal)

Lee Hicks
President

Wayne M. Hicks
Secretary

STATE OF IDAHO)
) ss.
County of Jefferson)

I, Wayne Dutton, a Notary Public, do hereby certify that on this 130 day of April, 1981, personally appeared before me Lee Hicks, who, being by me first duly sworn, declare that he is the President of Burgess Canal and Irrigating Company, that he signed the foregoing document as President of the corporation, and the statements therein contained as true.

(seal)

Wayne Dutton
Notary Public for Idaho

Residing at: Regina Id

My Commission Expires: Perpetual