

97 JUL -7 AM 11:07

ARTICLES OF AMENDMENT

RIVERDALE CANAL COMPANY

SECRETARY OF STATE
STATE OF IDAHO

BEFORE resolved that Article 12 of the Articles of Incorporation of Riverdale Canal Company be amended to read as follows:

"12. DISTRIBUTION ON DISSOLUTION: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organizations as shall at that time qualify as exempt organizations under Section 501(c)(12) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine, or, shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to existing shareholders in proportion to stock held by each shareholder as provided in Section 501(c)(12) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine."

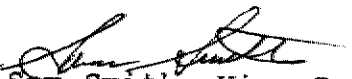
At a special meeting called to order on July 1, 1997 in the Riverdale Churchhouse at 8:35 P.M., in Riverdale, Preston, Idaho, the foregoing amendment was adopted to the Articles of Incorporation of the Riverdale Canal Company by a vote of 123.99 shares in favor of the amendment, and 0 shares against it.

Total shares of common voting stock in the Corporation is 293.50 shares. Six shareholders in person and two shareholders by proxy, representing 123.99 shares of stock in the Corporation, were present at the meeting.

We, the undersigned, do certify that the above actions occurred as stated above.



Robert P. Smith, President of Riverdale Canal Company



Sam Smith, Vice-President of Riverdale Canal Company



Clifford A. Jensen, Secretary/Treasurer of Riverdale Canal Company

IDAHO SECRETARY OF STATE

07/07/1997 09:00
CK: 713 CT: 02332 DH: 18286

1 @ 30.00 = 30.00 AMEND PROF

C 114615