



**Department of State.**

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION**

I, JAS. H. YOUNG, 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

**TWIN FALLS CANAL COMPANY**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **22nd** day of **October** 19 **57**, original articles of amendment, as provided by Section **30-147 and 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 recorded on Film No. **100** 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 **22nd** day of **October**, A. D., 19 **57**.

Secretary of State

CERTIFICATE OF EXTENSION OF CORPORATE EXISTENCE  
OF TWIN FALLS CANAL COMPANY

STATE OF IDAHO                    )  
                                      ) ss.  
County of Twin Falls )

FAY FRAHM and ALFRED KRAMER do hereby certify:

1. That the said Fay Frahm is and continuously since before April 9, 1957, has been the duly elected, qualified and acting President of Twin Falls Canal Company, an Idaho corporation, and that Alfred Kramer is and continuously since before April 9, 1957, has been the duly elected, qualified and acting Secretary of Twin Falls Canal Company, an Idaho corporation.

2. That on the 9th day of April, Nineteen Hundred and Fifty-Seven, a special meeting of the Board of Directors of the Twin Falls Canal Company was held at the company offices in Twin Falls, Idaho, at which meeting all directors were present and at which meeting the following resolution was adopted by unanimous vote of the members of the Board:

WHEREAS, this corporation was duly incorporated under the laws of Idaho on or about October 25, 1909, for a period of fifty years which at the time of such incorporation was the maximum period for which corporations could be organized in this State.

WHEREAS, since its incorporation this company has received and now holds in trust for its shareholders certain water rights and irrigation works appurtenant to the lands of such shareholders; and

WHEREAS, this corporation now maintains and operates for its shareholders said irrigation works; and

WHEREAS, it would be of great detriment to the shareholders of this company if this corporation ceased to exist and would for that reason be unable to perform the services which it renders to its shareholders in connection with the ownership of said water rights and the ownership, operation and maintenance of said irrigation works.

NOW, THEREFORE, be it resolved by the Board of Directors of Twin Falls Canal Company, more than two-thirds of the membership of said Board concurring, that this Board finds that it will be for the best interests of the stockholders of this corporation that the corporate existence of this corporation be extended perpetually and hereby proposes to make such extension; that for the purpose of making such extension a special meeting of the Board of Directors of this corporation shall be held at the company offices in the City of Twin Falls, County of Twin Falls, State of Idaho, on Tuesday, the 14th day of May, 1957, at the hour of ten o'clock a.m., at which time and place the Board of Directors, unless shareholders representing more than one-third of the outstanding stock of the corporation object thereto, will consider the proposal herein made to extend the existence of this corporation perpetually.

AND BE IT FURTHER RESOLVED that the question of extending said corporate existence at said special meeting shall be determined by the Board of Directors upon affirmative and negative votes to be cast upon the adoption of the following resolution, to-wit:

"BE IT RESOLVED by the Board of Directors of Twin Falls Canal Company, an Idaho corporation, at least two-thirds of the members of such Board concurring, that the term of corporate existence of this corporation be and the same is hereby extended perpetually."

AND BE IT FURTHER RESOLVED that the Secretary of this corporation be and he is here authorized and directed to give to each shareholder at his last known mailing address, notice of said special meeting, and to cause such notice to be published at least once a week for four consecutive weeks prior to said meeting in the Times-News, a newspaper of general circulation in Twin Falls County where the registered office of this corporation is situated, said notice to be substantially in the following form:

NOTICE OF PROPOSAL TO EXTEND THE CORPORATE  
EXISTENCE OF TWIN FALLS CANAL COMPANY

Notice is hereby given to the stockholders of Twin Falls Canal Company, an Idaho corporation:

1. That on the 9th day of April, 1957, the Board of Directors of Twin Falls Canal Company, having found by vote of more than two-thirds of the membership of said Board that the best interests of the shareholders of this corporation would be served by extending the term of corporate existence of this corporation perpetually, have proposed so to extend such corporate existence and for the purpose of so doing have fixed Tuesday, the 14th day of May, 1957, at the hour of ten o'clock a.m. at the office of the corporation in the City of Twin Falls, County of Twin Falls, State of Idaho, as the time and place for a special meeting of said Board of Directors for the consideration of said proposal to extend the existence of said corporation perpetually.
2. That any stockholder who objects to such proposed extension may make such objection in writing, which written objection may be mailed to the corporation at the registered office in Twin Falls, Idaho, by registered, certified or regular mail, or such written objection may be personally served upon the President or Secretary of said corporation; likewise, any stockholder may appear at such Directors' meeting in person or by written proxy filed at the time of the meeting and make objection to such proposed extension.
3. That unless stockholders representing one-third of the outstanding capital stock of the corporation make objection to such proposed extension at or prior to said meeting in one or more of the methods above specified, then the Board of Directors will proceed to consider such proposal by voting upon the adoption of the following resolution, to-wit:

"BE IT RESOLVED by the Board of Directors of the Twin Falls Canal Company, an Idaho corporation, at least two-thirds of the membership of such Board concurring, that the term of corporate existence of this corporation be and the same is hereby extended perpetually."

Dated this 9th day of April, 1957.

(SEAL)

/s/ ALFRED KRAMER  
Secretary

That pursuant to said resolution the said Alfred Kramer, on or before the 14th day of April, 1957, mailed copies of the Notice of Proposal to extend the corporate existence of Twin Falls Canal Company, to each shareholder of said corporation at his last known mailing address and caused such notice to be published in the Times-News, a newspaper of general circulation in Twin Falls County, where the registered office of said corporation is situated; such publication being made in said newspaper on April 11th, 18th, 25th and May 2nd and 9th, 1957.

3. That on the 14th day of May, 1957, at the hour of 10:00 o'clock A.M., the Board of Directors of Twin Falls Canal Company, held a special meeting at the company offices in Twin Falls, Idaho, pursuant to the foregoing resolution and for the purpose of considering the proposal mentioned therein, to extend the corporate existence of said corporation. That prior to said meeting, no objections to such said proposed extension had been received by said corporation by mail nor had any such objections been personally served upon the President or Secretary, and at said meeting no one appeared in person or by proxy to make objection to such proposed extension. That at said meeting on May 14, 1957, four-fifths of the members of the Board of Directors of Twin Falls Canal Company, were present, and by unanimous vote by said members of said Board, being more than two-thirds of the members of said Board, the following resolution was adopted, to-wit:

WHEREAS, heretofore on the 9th day of April, 1957, the Board of Directors of Twin Falls Canal Company, an Idaho corporation, at a special meeting of said Board at which all Directors were present adopted a

resolution by unanimous vote of the members of said Board proposing to extend the existence of this corporation perpetually; and whereas, thirty days notice of such proposal has been given to all of the shareholders of this corporation by mailing to each such shareholder on or before the 14th day of April, 1957, at his last known mailing address, a notice that such proposal would be considered by this Board on this 14th day of May, 1957, which notice was likewise published on April 11th, 18th, 25th, and May 2nd and 9th, 1957, in the Times-News, a newspaper with a general circulation in Twin Falls County where the registered office of this corporation is situated, which notice also set forth the rights of stockholders to object to such proposal; and, whereas, no person whatsoever has made any objection in any manner whatsoever to such proposal or to the extension of the corporate existence of this corporation.

NOW THEREFORE, Be it Resolved by the Board of Directors of Twin Falls Canal Company, an Idaho corporation, at least two-thirds of the members of such Board concurring, that the term of corporate existence of this corporation be and the same is hereby extended perpetually; and,

Be it Further Resolved that the President of this corporation, as chairman of this meeting of this Board of Directors, and the Secretary of this corporation as secretary of this meeting of this Board of Directors, be and they are hereby authorized and directed to sign and deliver to the Secretary of State, State of Idaho, and other public officials, all such certificates and other documents as may be necessary to complete and to make a matter of record the perpetual existence of this corporation."

4. That at the meetings of the Board of Directors of Twin Falls Canal Company, on April 9, 1957, and May 14, 1957, referred to above, the said Fay Frahm as President of said corporation served as Chairman and the said Alfred Kramer as Secretary of said corporation served as Secretary.

IN WITNESS WHEREOF, the said Fay Frahm and Alfred Kramer have hereunto set their hands and affixed the seal of said corporation this 17<sup>th</sup> day of May, 1957.

*Fay Frahm*  
*Alfred Kramer*

STATE OF IDAHO                    )  
                                      ) ss.  
County of Twin Falls    )

FAY FRAHM and ALFRED KRAMER, each duly sworn, depose and say that they are respectively the President and Secretary of Twin Falls Canal Company, an Idaho corporation, and the persons who executed the foregoing certificate. That they have read over the foregoing certificate and know the contents thereof and all of the facts stated therein are true.

*Fay Frahm*

*Alfred Kramer*

SUBSCRIBED and SWORN to before me this 9 day of

*July*  
*May*, 1957.

*Marguerite G. Conant*  
Notary Public  
Residing at Twin Falls, Idaho