

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

OAKLEY CANAL COMPANY

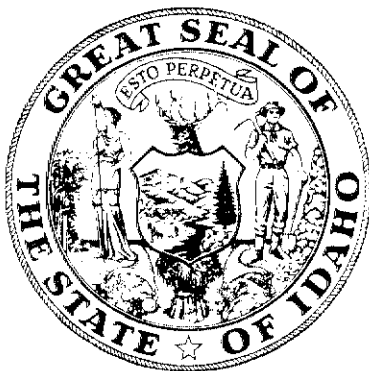
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

OAKLEY 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 _____ **January 27** _____, 19 **87** .



Pete T. Cenarrusa
SECRETARY OF STATE

Shirley J. Clark
Corporation Clerk

'87 JAN 27 AM 9 51

C E R T I F I C A T E O F A M E N D M E N T O F
A R T I C L E S O F I N C O R P O R A T I O N O F
O A K L E Y C A N A L C O M P A N Y

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

1. The name of the corporation is Oakley Canal Company.
2. The amendments to the Articles of Incorporation of Oakley Canal Company are as follows:

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

"ARTICLE IV

This corporation shall have perpetual existence from and after this date."

B. That a new article designated IX shall be added as follows:

"ARTICLE IX

This corporation is a non-profit corporation."

C. That a new article designated X shall be added as follows:

"ARTICLE X

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 XI shall be added as follows:

"ARTICLE XI

Those shareholders present in person or by proxy 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 Oakley Canal Company on January 26, 1987.

4. There are 20,222.31 shares outstanding of Oakley Canal Company, and the same number of shares is entitled to vote on amendments to the Articles of Incorporation.

5. At the annual meeting and special meeting of Oakley Canal Company shareholders held on January 26, 1987, 18,661.64 shares of stock voted in favor of the foregoing amendments to the Articles of Incorporation of Oakley Canal Company and no shares of stock 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 Oakley Canal Company.



President



Secretary

(corporate seal)

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

I, Biley Burton, a notary public, do hereby
certify that on this 26 day of January, 1987, personally
appeared before me W. B. Whiteley, who, being by me
first duly sworn, declared that he is the President of Oakley
Canal Company, and Ennis Pickett, who, being by me
first duly sworn, declared that he is the Secretary of Oakley
Canal Company, that each signed the foregoing documents as
President and Secretary, respectively, of the corporation, and
that the statements therein contained are true.

Biley Burton
NOTARY PUBLIC

Residence: Twin Falls, Idaho

Commission Expires: 11/19/91