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State of Idaho

Department of State

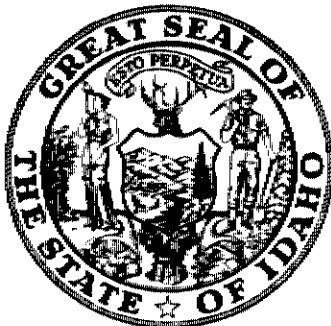
CERTIFICATE OF AMENDMENT OF

THE IDAHO RURAL WATER ASSOCIATION, INC.

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 THE IDAHO RURAL WATER ASSOCIATION, INC. duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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: September 27, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

**AMENDMENT TO ARTICLES OF INCORPORATION
FOR**

THE IDAHO RURAL WATER ASSOCIATION, INC.

On July 21, 1993 a letter explaining the changes in our Articles of Incorporation was sent to our 141 members. A return post card was included with space for a "yes" or "no" vote, as well as a space for a signature. As of September 17, 1993 there were 92 "yes" votes and 4 "no" votes.

Amendments so adopted as follows:

Article 4. This ORGANIZATION is organized **EXCLUSIVELY** for educational purposes, focusing on providing technical assistance and training to nonprofit rural water systems with a population of under 10,000.

Article 5. New

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusive for such purposes."

Article 6. New

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Gerald Geisbrecht
Gerald Geisbrecht, President
Idaho Rural Water Association

Sept. 21, 1993
Date