



# ARTICLES OF AMENDMENT (Non-profit)

**FILED/EFFECTIVE**

DEC 30 PM 4:00

STATE OF IDAHO

To the Secretary of State of the State of Idaho  
Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned  
non-profit corporation amends its articles of incorporation as  
follows:

1. The name of the corporation is:

Idaho Power Company Employee Community Service Fund, Inc.

2. The text of each amendment is as follows:

(See attached text indicating amendments to the Articles of Incorporation)

3. The date of adoption of the amendment(s) was: August 8, 2002

4. Manner of adoption (check one):

- ☐ Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)
- a. The number of directors entitled to vote was: \_\_\_\_\_
- b. The number of directors that voted for each amendment was: \_\_\_\_\_
- c. The number of directors that voted against each amendment was: \_\_\_\_\_

- ☒ The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was, therefore adopted by the members. (Please fill spaces below)

a. The number of members entitled to vote  
was: 886

b. The number of members that voted for each  
amendment was: 225

c. The number of members that voted against  
each amendment was: 5

Customer Acct #: 2863

(if using pre-paid account)

Secretary of State use only

Dated: December 30, 2002

Signature: Barb Jensen

Typed Name: Barb Jensen

Capacity: President

g:\corp\corpforms\articles of amendment\_np.p65  
Revised 07/2002

Web Form

IDAHO SECRETARY OF STATE  
12/30/2002 05:00  
CK: none CT: 2863 BH: 653948  
1 @ 30.00 = 30.00 NON PROF A # 2  
1 @ 20.00 = 20.00 NON EXPIDI # 3

C95232

**RESTATED ARTICLES OF INCORPORATION**

**OF**

**~~IDAHO POWER COMPANY~~ IDACORP**

**EMPLOYEE COMMUNITY SERVICE FUND, INC.**

DEC 30 PM 4:00

STATE OF IDAHO

The undersigned, acting as an incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

**ARTICLE I. NAME.**

The name of the Corporation is the ~~Idaho Power Company~~ IDACORP Employee Community Services Fund, Inc.

**ARTICLE II. NONPROFIT STATUS.**

The Corporation is a nonprofit corporation.

**ARTICLE III. PERIOD OF DURATION.**

The period of duration of the Corporation is perpetual.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.**

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 12201 W. Idaho, Boise, Idaho 83702, and the name of the initial registered agent at this address is Patrick A. Harrington, ~~Company attorney.~~

**ARTICLE V. PURPOSES.**

A. To assist ~~Idaho Power Company~~ employees of IDACORP, Inc. ("IDACORP") and its subsidiaries in making contributions on an organized basis to charitable, character building and health and welfare human services; organizations which are dependent

upon voluntary contributions in order to carry out their specific charitable programs and which qualify as exempt organizations pursuant to the provisions of 501 (c) (3) of the Internal Revenue Code.

B. Organized and operated ~~Exclusively~~ for charitable, ~~religious,~~ educational, or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of the distributions to organizations that qualify as exempt organizations under Section 501 (c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

D. To conduct and carry on its activities in any state of the United States in conformity with the laws of such state. The Corporation may include ~~chapters or divisions in any geographical area in which Idaho Power Company does business~~ Local Area Groups ("LAGs") for representation of members on a geographical basis or work group basis. Each such ~~chapter or division~~ LAG shall be governed by the Corporation's Bylaws. Each such ~~chapter or division~~ LAG shall have a name which shall reflect the area served; e.g., "~~Idaho Power Company~~ IDACORP Heartland Employee Community Service Fund of Twin Falls."

## **ARTICLE VI. LIMITATIONS.**

No part of the net earning or the assets of the Corporation shall inure to the

benefit of, or be distributable to, its members, directors, 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 V hereof. 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 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 of 1986, as amended from time to time.

#### **ARTICLE VII. MEMBERS.**

The Corporation's members shall consist of those ~~Idaho Power Company~~ employees of IDACORP and its subsidiaries who contribute to the ~~Idaho Power Company~~ IDACORP Employee Community Service Fund. The members shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant to the Board of Directors of the Corporation.

#### **ARTICLE VIII. BOARD OF DIRECTORS.**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of ~~three (3) representatives from the East, West, and Center regions serving a three (3) year term, each of whom, at all times, shall~~ IDACORP and its subsidiaries, including representatives from Idaho Power's geographic regions-. Each Director shall serve a three (3) year term and shall at all times be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors

constituting the initial Board of Directors, who ~~are~~ were designated in these original Articles, the Directors shall be elected by the members, or appointed by the existing Directors in the event of vacancies, in the manner and for the term provided in the Bylaws of the Corporation.

~~The names and street addresses of the persons constituting the initial Board of Directors are:~~

<u>NAME</u>	<u>ADDRESS</u>
Michael C. Fritz	<del>1220 W. Idaho, Boise, Idaho 83702</del>
Douglas M. Cheney	<del>1220 W. Idaho, Boise, Idaho 83702</del>
Lori D. Smith	<del>1220 W. Idaho, Boise, Idaho 83702</del>
Mary E. Hickey	<del>1220 W. Idaho, Boise, Idaho 83702</del>
Denise H. Steelman	<del>1220 W. Idaho, Boise, Idaho 83702</del>
Cherie A. Woodworth	<del>1220 W. Idaho, Boise, Idaho 83702</del>
David D. Joerger	<del>1220 W. Idaho, Boise, Idaho 83702</del>

#### **ARTICLE IX. MEMBERSHIP CONTRIBUTIONS.**

Members may make contributions to the Corporation in amounts or proportions, payable at such times or intervals, and by such methods as the Board of Directors may prescribe.

#### **ARTICLE X. 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 organization or organizations as shall at the time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the

purposes of the Corporation.

**ARTICLE XI. INCORPORATOR.**

The name and street address of the incorporator is Patrick A. Harrington, 12201  
Idaho, Boise, Idaho 83702.

**ARTICLE XII. BYLAWS.**

Provisions for the regulation of the internal affairs of the Corporation shall be set  
forth in the Bylaws.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_2002.

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President

Employee Community Service Fund, Inc.