

## ARTICLES OF AMENDMENT

OF

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THE GENTILE VALLEY LAND AND CATTLE COMPANY LIMITED

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned 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 Amendment to amend and restate the Articles of Incorporation ("Articles").

**Article 1. Name**

The name of the Corporation is THE GENTILE VALLEY LAND AND CATTLE COMPANY LIMITED.

**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. Registered Office and Agent**

The location of the Corporation is 1638 Ralph Hansen Lane, Grace, Idaho 83241. The address of the initial registered office is 1638 Ralph Hansen Lane, Grace, Idaho 83241, and the name of the initial registered agent at this address is Joseph A. Elsmore.

**Article V. Purposes**

The purposes for which the Corporation is organized and will be operated are as follows:

A. For the ownership, operation, maintenance and management of real property, water rights, together with the canals, ditches, aqueducts, reservoirs, dams, headgates, and all other necessary facilities used for the purpose of furnishing a reliable source for the grazing of livestock, farming, ranching and other agricultural purposes to its Shareholders.

B. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business not for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

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#### **Article VI. Limitations**

No part of the net earnings 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 for 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a mutual irrigation corporation exempt from federal income tax under Section 501(c)(5) of the Internal Revenue Code of 1986, as amended from time to time.

#### **Article VII. Shares Authorized**

The aggregate number of shares which the Corporation shall have authority to issue is 5000 shares of \$10 par value common stock.

#### **Article VIII. Assessments Authorized**

The outstanding shares of stock of the Corporation are subject to assessment in an amount fixed by the Board of Directors, from time to time, and may make them payable at such times or intervals, and upon such notice and by such method as the Directors may prescribe to pay for the expense of operating the Corporation and maintaining the water rights, facilities and other assets of the Corporation.

Assessments may be enforced by civil action or by forfeiture of stock, or by the sale of shares of stock of the stockholder in the manner set forth in the By Laws.

#### **Article IX. Board of Directors**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's By Laws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members or existing Directors of the Corporation in the manner

and for the term provided in the By Laws of the Corporation.

**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 of the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(5) 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**Article XI. By Laws**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in these By Laws.

### ADOPTION

The Shareholders or Board of Directors of the Corporation shall be authorized to amend the Corporation's By Laws at a properly noticed special or regular meeting in the manner set forth in the By Laws.

The undersigned officers of the Corporation hereby certify pursuant to Idaho Code §30-3-93 that the foregoing Articles of Amendment were approved and adopted at a Shareholder's meeting held on March 4, 2010, at Grace, Idaho. There is a total of 2,948 shares of stock outstanding, of which a total of 2948 shares of stock entitled to vote were present at the meeting, with 2948 votes cast for and 0 votes cast against the Amendment, as a result of which the Amendment was approved.

DATED this 4<sup>th</sup> day of March, 2010.

Don B. Harris

DON B. HARRIS, President

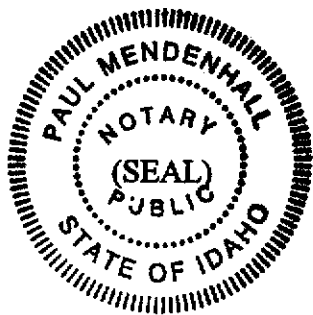
Joseph A. Elsmore

JOSEPH A. ELSMORE, Secretary/Treasurer

STATE OF IDAHO                    )  
  : ss  
County of                            )

On this 3 day of March, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared **Don B. Harris** and **Joseph A. Elsmore**, known to me to be the President and Secretary respectively of Gentile Valley Land and Cattle Company Limited, whose names are subscribed to the foregoing and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



*Paul Mendenhall*

NOTARY PUBLIC FOR IDAHO,

Residing at: Grange

My Commission Expires: 6-10-10