



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

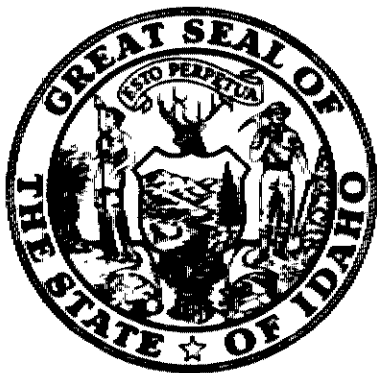
NORTH FREMONT CANAL SYSTEMS, INC.

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 NORTH
FREMONT CANAL SYSTEMS, 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 July 5, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
of
SEC. OF STATE

NORTH FREMONT CANAL SYSTEMS, INC. 87 10 22
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A Nonprofit Corporation

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is North Fremont Canal Systems, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on June 29, 1988, in the manner prescribed by the Idaho Business Corporation Act:

SIXTH

That the amount of capital stock of this corporation shall be \$700.00, divided into 7 shares with a par value of \$100.00 each. All stock shall be common stock and when fully paid shall not be subject to call. Each share of stock shall be entitled to one vote and all stock shall have equal rights.

The ownership of said stock shall be limited and shall be held and transferred as provided for in the By-Laws. No share shall have pre-emptive rights, and each stockholder may vote by written proxy pursuant to any limitations contained in the By-Laws. All stock shall be subject to assessment for use in paying all of the expenses of the corporation, including the expenses of maintenance and operation of the irrigation system.

The total number of shares of this corporation which have actually been subscribed and paid for is the sum of (7) shares, and following are the names of the persons, their mailing addresses and the number of shares each has subscribed for, to-wit:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Lowell Rich	Route 1, Box 57 Ashton, ID 83420	1
Eugene Hess, Jr.	Route 2 Ashton, ID 83420	1
Brian Loosli	Route 1 Ashton, ID 83420	1

Alan Baum	Ashton, ID 83420	1
S. Lynn Loosli	Route 1 Ashton, ID 83420	1
Dennis Fransen	Route 1 Ashton, ID 83420	1
Jeff V. Marotz	Route 1, Box 17 Ashton, ID 83420	1

THIRD: The number of shares of the corporation outstanding at the time of such adoption was (3); and the number of shares entitled to vote thereon was (3).

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

CLASS	NUMBER OF SHARES
Common	3

FIFTH: The number of shares voted for such amendment was (3); and the number of shares voted against such amendment was (0).

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

CLASS	NUMBER OF SHARES VOTED	
	For	Against
Common	3	0

SEVENTH: The manner in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be affected is as follows:

"No effect"

EIGHTH: The manner in which such amendment affects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, is as follows:

Increase the number of shares from (3) to (7), reduction in authorized capital from \$750.00 to \$700.00, and change in par value from \$250.00 per share to \$100.00 per share.

DATED This 30th day of June, 1988.

NORTH FREMONT CANAL SYSTEMS,
INC.

By: Lowell B. Rich
Lowell Rich, President

By: Dennis Fransen
Dennis Fransen
Vice-President

By: Jeff V. Marotz
Jeff V. Marotz, Secretary

STATE OF IDAHO,

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ss.
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County of Madison.

I, the undersigned, a notary public, do hereby certify that on this 30th day of June, 1988, personally appeared before me LOWELL RICH, DENNIS FRANSEN and JEFF V. MAROTZ, who, being by me first duly sworn, declared that they are the President, Vice-President and Secretary, respectively, of NORTH FREMONT CANAL SYSTEMS, INC.; that they signed the foregoing document as such officers of said corporation; and that the statements therein contained are true.

Delma A. Keller
Notary Public for Idaho
Residing at: Rexburg, Idaho
My Commission Expires: 11-15-93