



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

NORTH SIDE CANAL COMPANY, LIMITED

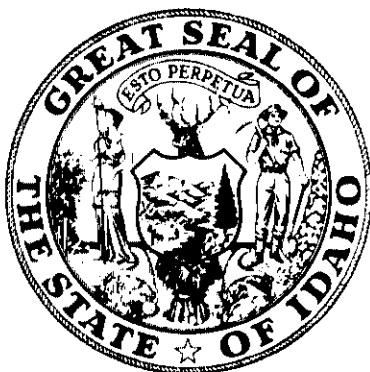
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

NORTH SIDE CANAL COMPANY, LIMITED

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 29** , 19 **85** .



Pete T. Cenarrusa

SECRETARY OF STATE

Elly J. Clark
Corporation Clerk

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION JAN 23 8 50 AM '85
OF
NORTH SIDE CANAL COMPANY

Pursuant to the provisions of §30-1-61 of the Idaho Business Corporation Code, and Idaho Code §42-2401 (6.), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST:

The name of the corporation is North Side Canal Company, Limited.

SECOND:

The following Amendments to the Articles of Incorporation were adopted by the shareholders at the annual shareholders' meeting duly called and noticed for the purpose of voting on proposals to amend the Articles and By-Laws of the corporation on January 15, 1985, at the offices of the Company at 921 North Lincoln Avenue, Jerome, Idaho, in the manner prescribed by the Idaho Business Corporation Act and Idaho Code §42-2401.

That Article Second of the Articles of Incorporation be amended by the addition of the following at the end of said Article Second.

To acquire real property and personal property as necessary; to construct dams, reservoirs, canals, headworks, diversions, penstocks, generating facilities, and transmission lines, including any other appurtenant facilities necessary for the construction, operation and maintenance of hydroelectric facilities in Jerome, Gooding, Elmore, and Twin Falls Counties, Idaho; to do all things necessary to finance said facilities including executing debt instruments and assignments necessary to secure said financing; to enter leases, joint ventures, or legal entities of any kind to facilitate the financing and construction of said hydroelectric projects; provided that no liens shall be imposed on the lands of the stockholders; and further provided that the lands, water rights, irrigation facilities

and equipment owned and used by the Company in the delivery of irrigation and stock water to stockholders shall not be mortgaged, pledged, assigned or encumbered in any way as collateral or security for any debt incurred in financing, constructing, operating and maintaining said hydroelectric facilities if said mortgage, pledge, assignment or encumbrance in anyway impedes the delivery of water to stockholders.

It is hereby expressly declared that all other lawful powers, not inconsistent with the purposes set out in these Articles of Incorporation, are hereby authorized.

THIRD:

The number of shares of the corporation outstanding at the time of such adoption was 149,334.62 and the number of shares entitled to vote thereon was the same.

FOURTH:

The number of shares voted for the amendment of Article Second was 17,111.172; and the number of shares voted against such amendment was 352.80.

DATED this 21 st. day of January, 1985.

NORTH SIDE CANAL COMPANY, LIMITED

By C. F. Marshall
Its President

By Richard A. Brown
Its Secretary

VERIFICATION

STATE OF IDAHO)
) ss.
County of Jerome)

I, Ted Diehl, a Notary Public, do hereby certify that on this 21 day of January, 1985, personally appeared before me C.J. Marshall and Bernice Johnson, who, being by me first duly sworn, declared that they were the President and Secretary respectively of the North Side Canal Company, Limited, an Idaho corporation, that they signed the foregoing Articles of Amendment to the Articles of Incorporation as President and Secretary of the corporation, and that the statements therein contained are true.

William J. Diehl
NOTARY PUBLIC FOR IDAHO
Residing at Jerome