

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

NORTH FORK RESERVOIR COMPANY

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 FORK RESERVOIR COMPANY 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: December 2, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shelby J. Clark*

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NORTH FORK RESERVOIR COMPANY

BOARD SECRETARY OF STATE
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BE IT REMEMBERED, That a special meeting of the stockholders of NORTH FORK RESERVOIR COMPANY, called pursuant to written notice of the time, place and purpose of said meeting, was held at the principal place of business of said corporation in St. Anthony, Fremont County, Idaho, on Thursday, the 15th day of October, 1992, at 8:00 p.m.; which meeting, as will hereinafter more particularly appear from the affidavit of the President and Secretary of said corporation hereto attached, was legally called for the specific purpose among other things of submitting to the stockholders of said corporation the question of the adoption of the amendments to the Articles of Incorporation hereinafter specified; and at which meeting, all of the 147,658 shares of outstanding capital stock of said corporation were present in person or by proxy; and by the affirmative vote of all of said outstanding stock, which represented all of the total voting power outstanding in said corporation, a resolution was passed and adopted, amending the Articles of Incorporation of NORTH FORK RESERVOIR COMPANY to the end and purpose that a new Article be adopted, the number, and contents of which are as follows:

Article VIII.

Section 1. In carrying out the purposes of this Corporation to furnish for its stockholders water for irrigation, domestic use, watering livestock and all other beneficial uses of water, the Corporation has issued stock to its stockholders in unequal numbers of shares, issuing to each stockholder the number

of shares deemed sufficient for that stockholder's needs. The funds necessary for the accomplishment of said purposes are raised by assessments on those shares.

Section 2. This Corporation shall at all times be operated on a non-profit basis for the benefit of its stockholders. No interest or dividends shall be paid or payable to the stockholders by the Corporation.

Section 3. In the payment of assessments, which shall be uniform on each share of stock, the business of the Corporation shall be so conducted that only sufficient funds shall be levied and collected from the stockholders as are necessary for the payment of its reasonable and necessary expenses in carrying out the purposes of the Corporation. Should an excess of funds be collected, the same shall, at the discretion of the board of directors of the Corporation, be returned to the stockholders on a per share basis, or the Corporation shall reduce the amount of the next assessment on said stock, after taking into account any surplus of funds over the Corporation's reasonable needs for normal business purposes, retiring indebtedness, expansion, or maintaining reserves for necessary purposes. The books and records of the Corporation shall be set up and kept in such a manner that at the end of each fiscal year, a record of the amount of surplus funds collected by the Corporation by assessments shall be made.

All such amounts received by the Corporation from its operations in excess of costs and expenses shall, insofar as

permitted by law, be used to offset any losses incurred during the current or any prior fiscal year.

Section 4. In the event of dissolution or liquidation of the Corporation, after all outstanding taxes and indebtedness of the Corporation shall have been paid, together with all costs of dissolution or liquidation, all gains from the sale of an appreciated asset, as well as all other assets, including funds of the Corporation, shall be returned to the stockholders on a per share basis.

STATE OF IDAHO,)
 ss
County of Madison.)

DAVE RYDALCH and RAY W. RIGBY, being severally duly sworn, each for himself deposes and says:

1. That Dave Rydalch is the President and Ray W. Rigby is the Secretary-Treasurer of North Fork Reservoir Company, a corporation organized and existing under and by virtue of the laws of the State of Idaho; that the foregoing amendments to the Articles of Incorporation of the North Fork Reservoir Company were adopted by the affirmative vote of 147,658 shares of the capital stock of said corporation, which represents the total number of shares of the outstanding stock of said corporation; and which affirmative vote represented and was cast by all of the outstanding stock of said corporation in person, or by proxy, by the corporate stockholders' authorized representatives at a special meeting of the stockholders held at the office of said corporation in St. Anthony, Fremont County, Idaho, at the hour of 8 o'clock

p.m. on the 15th day of October, 1992, pursuant to a written notice of the date, place and purpose of said meeting, and it was therefore lawful and in accordance with the statutory requirement.

2. Further, affiants sayeth naught.

Dave Rydalch
Dave Rydalch

Ray W. Rigby
Ray W. Rigby

SUBSCRIBED AND SWORN to before me this 15th day October, 1992.

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