

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

IDAHO COUNTY LIGHT & POWER
COOPERATIVE ASSOCIATION, INC.

File Number C 20056

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 IDAHO COUNTY LIGHT & POWER COOPERATIVE ASSOCIATION, INC., duly signed 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: May 6, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally J. Clark*

ARTICLES OF AMENDMENT

IDAHO COUNTY LIGHT & POWER COOPERATIVE ASSOCIATION, INC.

To: The Secretary of State
State of Idaho

97 MAY -6 AM 8:54
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provision of the Idaho Nonprofit Corporation Act, the undersigned corporation submits the following Articles of Amendment to the Restated Articles of Incorporation of Idaho County Light & Power Cooperative Association, Inc.

1. The name of the Corporation is IDAHO COUNTY LIGHT & POWER COOPERATIVE ASSOCIATION, INC..

2. The Restated Articles of Incorporation of said corporation were amended in the following manner:

a. Article II, section f becomes Article II, section g. The last sentence of this section "The Corporation shall render no service to or for the public." is struck.

b. A new section f is added with the following language:

f. To engage in any lawful activity, including, but not limited to, selling energy and energy products and services other than electricity.

3. The amendments were adopted by the Board of Directors on the 25th day of February, 1997. A copy of the Certificate of Secretary Board of Director's Resolution is attached hereto.

4. The approval of the membership was required, and on the 21st day of March, 1997, the membership passed the resolution by more than a 3/4 majority. A copy of the Certification of Member Approval is attached hereto.

IDAHO SECRETARY OF STATE
DATE 04/21/1997
0900 84880 2
CK #: 8434 CUST# 70789
NON PROF A 10 30.00= 30.00

CERTIFICATE OF ARTICLES OF AMENDMENT TO
RESTATED ARTICLES OF INCORPORATION

The undersigned Don Funke and Ken Gehring, hereby certify:

1. That they are respectively, the President and Secretary of Idaho County Light & Power Cooperative Association, Inc.

2. That the Board of Directors of the Corporation authorized the undersigned to execute this Certificate by Resolution duly adopted at a meeting held at Grangeville, Idaho, on 29 April, 1997.

3. These Articles of Amendment to Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended.

Dated this 29 day of April, 1997.

Don Funke
DON FUNKE, President

ATTEST:

Ken Gehring
KEN GEHRING, Secretary

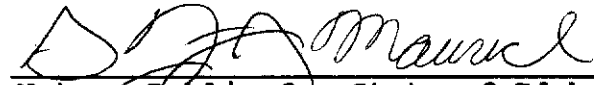
STATE OF IDAHO)
ss.
County of Idaho)

On this 29 day of April, 1997, before me, Gregory Fitz Maurice, a Notary for the said County and State, personally appeared DON FUNKE and KEN GEHRING, President and Secretary for Idaho County Light & Power Cooperative Association, Inc., known or identified to me to be the persons whose names are

1 subscribed to the within instrument, and they acknowledged to me
2 that they freely executed the same and that the statements therein
3 contained are true.

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

6
7 (NOTARY SEAL)


Notary Public for State of Idaho,
Residing at Grangesville, therein.
My commission expires on 3/19/99.

9
10 VERIFICATION

11 STATE OF IDAHO)
12 ss.
13 County of Idaho)


14 DON FUNKE, being first duly sworn upon his oath, deposes and
15 says:

16 That he is the President of Idaho County Light & Power
17 Cooperative Association, Inc., and has read the above Certificate,
18 well knows the contents thereof, and verily believes that fact
19 stated therein to be true.

20 
21 DON FUNKE

22 SUBSCRIBED AND SWORN to before me this 29th day of
23 April, 1997.

24
25 (NOTARY SEAL)


Notary Public for State of Idaho,
Residing at Grangesville, therein.
My commission expires on 3/19/99.

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These Articles of Amendment are dated this 29th day of
April, 1997.

Don Funke
DON FUNKE, President

ATTEST:

Ken Gehring
KEN GEHRING, Secretary

CERTIFICATE OF SECRETARY

BOARD OF DIRECTOR'S RESOLUTION

APR 21 2 22 PM '97
SECRETARY OF STATE

IDAHO COUNTY LIGHT & POWER COOPERATIVE ASSOCIATION, INC.

I, the undersigned, do hereby certify:

1. That I am the duly appointed and acting secretary of IDAHO COUNTY LIGHT & POWER COOPERATIVE ASSOCIATION, INC.; and,
2. That the resolution hereinafter set forth was adopted by a unanimous vote of the Board of Directors of the corporation:

"Resolved that the Restated Articles on Incorporation of IDAHO COUNTY LIGHT & POWER COOPERATIVE ASSOCIATION, INC. shall be, and the same hereby are, amended as such:

- a. Article II, section f becomes Article II, section g. The last sentence of this section "The Corporation shall render no service to or for the public." is struck.
- b. A new section f is added with the following language:
- f. To engage in any lawful activity, including, but not limited to, selling energy and energy products and services other than electricity.

3. That this Resolution shall be submitted to the members for their approval at a special meeting to be held March 21, 1997, at 7:00 p.m. at the Idaho County Light & Power office in Grangeville, Idaho, in the manner prescribed by the Idaho Non Profit Corporation Act.

IDAHO SECRETARY OF STATE
DATE 04/21/1997
0900 84880 2
CK #: 8434 CUST# 70789
NON PROF R 10 30.00= 30.00

1 In witness whereof, I have hereunto subscribed my name on
2 the 25th day of February, 1997.
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5 IDAHO COUNTY LIGHT & POWER
6 COOPERATIVE ASSOCIATION, INC.

7 BY: Ken Gehring
8 KEN GEHRING, SECRETARY
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1 CERTIFICATION OF MEMBER APPROVAL OF THE RESTATED ARTICLES OF
2 INCORPORATION OF
3 IDAHO COUNTY LIGHT AND POWER COOPERATIVE ASSOCIATION, INC.
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5 We the undersigned DONALD FUNKE and KEN GEHRING, hereby
6 certify:

7 1. That they are respectively, the President and the
8 Secretary of Idaho County Light & Power Cooperative Association,
9 Inc., an Idaho corporation, governed by the provisions of the
10 Idaho Nonprofit Corporation Act and all laws amendatory thereof
11 and supplemental thereto.

12 2. A special meeting of the members of said corporation was
13 held at Grangeville, Idaho on the 21st day of March, 1997,
14 pursuant to written notice according to law. There were 49
15 members present at the meeting of a total membership of 2,372.
16 That number being more than the 2% of the total membership
17 required by the by-laws to constitute a quorum, a quorum was
18 present.

19 3. The total number of undisputed votes cast for the
20 amendment was 44. This number of affirmative votes being more
21 than three-quarters of the number of votes present required by
22 the by-laws to amend the articles of incorporation, the following
23 resolution was adopted:

24 "Resolved that the Restated Articles on Incorporation of
25 IDAHO COUNTY LIGHT & POWER COOPERATIVE ASSOCIATION, INC. shall
26 be, and the same hereby are, amended as such:
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1 a. Article II, section f becomes Article II, section g.
2 The last sentence of this section "The Corporation shall render
3 no service to or for the public." is struck.

4 b. A new section f is added with the following language:

5 f. To engage in any lawful activity, including, but not
6 limited to, selling energy and energy products and services other
7 than electricity.

8 c. Article V., Section 2 b is amended to read, in its,
9 entirety, "agreeing to purchase from the Corporation energy and
10 energy products and services as hereinafter specified; and"

11 DATED this 22 day of March, 1997.

12
13 IDAHO COUNTY LIGHT AND POWER COOPERATIVE ASSOCIATION, INC.

14
15 Don Funke
16 DON FUNKE, President

17 ATTEST:

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19 Ken Gehring
20 KEN GEHRING, Secretary
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