



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

THE UNITY LIGHT AND POWER COMPANY

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a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the 13th day of March 1972, original articles of amendment, as provided by Sections 30-146 and 30-147, Idaho Code, amending articles of incorporation

and that the said articles of amendment contain the statement of facts required by law, and are / to be recorded on Film No. ~~microfilm~~ of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 13th day of March 1972.

A. D., 19 72 .

Secretary of State

AMENDMENT OF ARTICLES OF INCORPORATION

OF

UNITY LIGHT AND POWER COMPANY

7                   1. That the above-named corporation was organized on  
8 March 2, 1917.

9                   2. The above-named corporation upon the proposal of  
10                 its Board of Directors by resolution duly adopted by the Board of  
11                 Directors setting forth the proposed amendment and directing that  
12                 the same be submitted to a vote of the members entitled to vote in  
13                 respect thereof at designated meeting of such members and upon  
14                 adoption thereof by such members at said meeting as provided by  
15                 law and hereafter as more specifically set out does hereby, by  
16                 and through its President and Secretary, execute and acknowledge  
17                 the following:

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

UNITY LIGHT AND POWER COMPANY

21                   ARTICLE 1. Name. The name of the Corporation shall be  
22                   UNITY LIGHT AND POWER COMPANY.

29                    ARTICLE 4. Directors. The number of directors of  
30 this Corporation shall be seven (7). The Board of Directors may  
31 from time to time divide the territory served by the Corporation  
32 into districts with the number of directors from each district to

1 be determined by the Board of Directors according to the number of  
2 members in each district. The names and addresses of the Directors  
3 of the Corporation as of the date of the adoption of these Articles  
4 of Amendment are:

5	Wallace L. Banner	Route #3, Box 313, Burley, Idaho 83318
	C. L. Anderson	Route #2, Box 67, Burley, Idaho 83318
6	Kenneth C. Yost	Route #3, Box 114, Burley, Idaho 83318
	Morris W. Mitchell	Route #2, Box 210, Burley, Idaho 83318
7	Rex Gerratt	Route #3, Box 353A, Burley, Idaho 83318
	John L. Warren	Route #2, Box 1331, Burley, Idaho 83318
8	Clive M. Holland	1331 East Main St., Burley, Idaho 83318

19 (a) To generate, manufacture, purchase, acquire,  
20 and accumulate electric energy and to transmit,  
21 distribute, furnish, sell and dispose of such  
22 electric energy; and to construct, erect, purchase,  
23 lease as lessee, and in any manner acquire, own,  
24 hold, maintain, operate, sell, dispose of, lease  
as lessor, exchange and mortgage plants,  
buildings, works, machinery, supplies, apparatus,  
equipment and transmission and distribution or  
lines or systems necessary, convenient or  
useful for carrying out and accomplishing any  
of the foregoing purposes;

25 (b) To manage, maintain, and operate for its members  
26 the transmission, distribution, and service lines  
27 for systems or any other property or properties  
of its members and to advise, aid, or assist  
therein;

28 (c) To purchase, receive, lease as lessee, or in  
29 any other manner acquire, own, hold, manage, use,  
30 sell, convey, lease as lessor, exchange, mortgage,  
31 pledge or otherwise dispose of any and all real  
or personal property or any interest therein  
necessary, useful, or appropriate to enable the  
corporation to accomplish any of its purposes;

1 (d) To acquire, own, hold, use, exercise and, to  
2 the extent permitted by law, to sell, mortgage,  
3 pledge, hypothecate, in any manner dispose of  
4 franchises, rights, privileges, licenses,  
rights of way, and easements necessary, useful  
or appropriate to accomplish any of the purposes  
of the corporation;

5 (e) To borrow money, to make and issue bonds,  
6 notes and other evidences of indebtedness,  
7 secured or unsecured, for monies borrowed or  
8 in payment acquired, or for any other object  
9 or purposes of the corporation; to secure the  
10 payment of such bonds, notes, or other evidences  
11 of indebtedness by mortgage or mortgages, deed  
12 or deeds of trust upon, or by the pledge or other  
13 lien, upon, security agreement, all or any part  
14 of the property, rights, franchises, privileges,  
15 or permits of the association, wheresoever  
situated, acquired or to be acquired;

16 (f) To purchase electric power and energy for the  
17 purpose of disposing of such power and energy to  
18 the United States of America, Department of  
19 Interior, acting by and through the Bonneville  
20 Power Administrator, through exchange, net billing,  
21 or any arrangement which is used for supplying the  
22 needs of the Unity Light and Power Company for  
23 electric power or energy.

24 (g) To do and perform any and all acts or things,  
25 and to have and exercise any and all of the fore-  
26 going purposes, or as may be permitted by the  
27 provisions of the laws of the State of Idaho  
28 under which the Corporation is formed.

29 3. The above amendments were adopted in the following  
30 manner;

31 The Board of Directors of said corporation, at a  
32 regular meeting of the Board held on the 8th day of December, 1971,  
33 adopted the following Resolution concerning the Articles of Amend-  
34 ment of Articles of Incorporation:

35 "RESOLVED that the Articles of Incorporation of  
36 UNITY LIGHT AND POWER COMPANY be amended so that  
37 the Articles, as amended, shall read as follows,  
38 to-wit:

39 ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION  
40 OF  
41 UNITY LIGHT AND POWER COMPANY

42 ARTICLE 1. Name. The name of the Corporation shall be  
43 UNITY LIGHT AND POWER COMPANY.

44 ARTICLE 2. Duration. The Corporation shall have  
45 perpetual existence.

ARTICLE 3. Registered Office. The location and post office address of the registered office of the Corporation in the State of Idaho shall be 2853 Overland Avenue, Burley, Cassia County, Idaho 83318.

ARTICLE 4. Directors. The number of directors of this Corporation shall be seven (7). The Board of Directors may from time to time divide the territory served by the Corporation into districts with the number of directors from each district to be determined by the Board of Directors according to the number of members in each district. The names and addresses of the Directors of the Corporation as of the date of the adoption of these Articles of Amendment are:

8	Wallace L. Banner	Route #3, Box 313, Burley, Idaho 83318
	C. L. Anderson	Route #2, Box 67, Burley, Idaho 83318
9	Kenneth C. Yost	Route #3, Box 114, Burley, Idaho 83318
	Morris W. Mitchell	Route #2, Box 210, Burley, Idaho 83318
10	Rex Gerratt	Route #3, Box 353A, Burley, Idaho 83318
	John L. Warren	Route #2, Burley, Idaho 83318
11	Clive M. Holland	1331 East Main St., Burley, Idaho 83318

ARTICLE 5. Members. The Corporation shall have no capital stock and shall be composed of members rather than shareholders. The Board of Directors shall issue membership certificates, and the voting of each member shall be equal. The private property of the members of the Corporation shall not be liable for its corporate debts.

ARTICLE 6. Purpose. The Corporation is organized under the laws of the State of Idaho as a non-profit cooperative association and shall have in addition to those powers conferred upon it by law, the following purposes:

18 (a) To generate, manufacture, purchase, acquire,  
19 and accumulate, electric energy and to transmit,  
20 distribute, furnish, sell and dispose of such  
21 electric energy; and to construct, erect, purchase  
22 lease as lessee, and in any manner acquire, own,  
23 hold, maintain, operate, sell, dispose of, lease  
24 as lessor, exchange and mortgage plants,  
25 buildings, works, machinery, supplies, apparatus,  
26 equipment and transmission and distribution or  
27 lines or systems necessary, convenient or  
28 useful for carrying out and accomplishing any  
29 of the foregoing purposes;

30 (b) To manage, maintain, and operate for its members  
31 the transmission, distribution, and service lines  
32 for systems, or any other property or properties  
33 of its members and to advise, aid, or assist  
34 therein;

35 (c) To purchase, receive, lease as lessee, or in  
36 any other manner acquire, own, hold, manage, use,  
37 sell, convey, lease as lessor, exchange, mortgage,  
38 pledge or otherwise dispose of any and all real  
39 or personal property or any interest therein  
40 necessary, useful, or appropriate to enable the  
41 corporation to accomplish any of its purposes;

42 (d) To acquire, own, hold, use, exercise, and, to  
43 the extent permitted by law, to sell, mortgage,

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LAWYERS  
BURLEY, IDAHO

pledge, hypothecate, in any manner dispose of franchises, rights, privileges, licenses, rights of way, and easements necessary, useful or appropriate to accomplish any of the purposes of the corporation;

- (e) To borrow money, to make and issue bonds, notes, and other evidences of indebtedness, secured or unsecured, for monies borrowed or in payment acquired, or for any other object or purposes of the corporation; to secure the payment of such bonds, notes, or other evidences of indebtedness by mortgage or mortgages, deed or deeds of trust upon, or by the pledge or other lien, upon, security agreement, all or any part of the property, rights, franchises, privileges, or permits of the association, wheresoever situated, acquired or to be acquired;
- (f) To purchase electric power and energy for the purpose of disposing of such power and energy to the United States of America, Department of Interior, acting by and through the Bonneville Power Administrator, through exchange, net billing, or any arrangement which is used for supplying the needs of the Unity Light and Power Company for electric power or energy.
- (g) To do and perform any and all acts or things, and to have and exercise any and all of the foregoing purposes, or as may be permitted by the provisions of the laws of the State of Idaho under which the Corporation is formed."

BE IT FURTHER RESOLVED that the approved Amended Articles of Incorporation be submitted to a vote of the members entitled to vote thereon at the annual meeting of the Corporation to be held on the 23rd day of February, 1972, and the Secretary is hereby directed to give notice as required by law."

22                   4. That at the meeting of the members on February 23,  
23 1972, held upon the call and notice required by law, at least  
24 two-thirds (2/3) of the members entitled to vote thereon did adopt  
25 the above amendments by affirmative vote.

Wallace L. Banner  
President  
Kenneth G. Post  
Secretary

1 STATE OF IDAHO      )  
2                              ) ss.  
2 County of Cassia )

3                              On this 23rd day of February, 1972, before me, the  
4 undersigned, a Notary Public in and for said State, personally  
5 appeared WALLACE L. BANNER and KENNETH C. YOST, known to me to be  
6 the President and Secretary respectively of UNITY LIGHT AND POWER  
7 COMPANY, the Corporation that executed the foregoing instrument,  
8 and acknowledged to me that such Corporation executed the same.

9                              IN WITNESS WHEREOF, I have hereunto set my hand and  
10 affixed my official seal, the day and year in this certificate  
11 first above written.

12   
13                              Della Mae Johnson  
14                              Notary Public for Idaho  
15                              Residing at Burley, Idaho

16 PARSONS & SMITH  
17 LAWYERS  
18 BURLEY, IDAHO  
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