



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

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 , A. D., 19 72 .

Secretary of State

1 AMENDMENT OF ARTICLES OF INCORPORATION

2 OF

3 UNITY LIGHT AND POWER COMPANY

4 Wallace L. Banner of Burley, Idaho, President, and
5 Kenneth C. Yost, of Burley, Idaho, Secretary of UNITY LIGHT AND
6 POWER COMPANY, a corporation, respectfully show;

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:

18 ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION

19 OF

20 UNITY LIGHT AND POWER COMPANY

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

23 ARTICLE 2. Duration. The Corporation shall have
24 perpetual existence.

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

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

9 ARTICLE 5. Members. The Corporation shall have no
10 capital stock and shall be composed of members rather than share-
11 holders. The Board of Directors shall issue membership certifi-
12 cates and the voting of each member shall be equal. The private
13 property of the members of the Corporation shall not be liable for
14 its corporate debts.

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

- 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
25 as lessor, exchange and mortgage plants,
26 buildings, works, machinery, supplies, apparatus,
27 equipment and transmission and distribution or
28 lines or systems necessary, convenient or
29 useful for carrying out and accomplishing any
30 of the foregoing purposes;
- 31 (b) To manage, maintain, and operate for its members
32 the transmission, distribution, and service lines
for systems or any other property or properties
of its members and to advise, aid, or assist
therein;
- 33 (c) To purchase, receive, lease as lessee, or in
any other manner acquire, own, hold, manage, use,
sell, convey, lease as lessor, exchange, mortgage,
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;

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

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

The Board of Directors of said corporation, at a regular meeting of the Board held on the 8th day of December, 1971, adopted the following Resolution concerning the Articles of Amendment of Articles of Incorporation:

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

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
UNITY LIGHT AND POWER COMPANY

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

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

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

5 ARTICLE 4. Directors. The number of directors of
6 this Corporation shall be seven (7). The Board of Directors may
7 from time to time divide the territory served by the Corporation
8 into districts with the number of directors from each district to
9 be determined by the Board of Directors according to the number of
10 members in each district. The names and addresses of the Directors
11 of the Corporation as of the date of the adoption of these Articles
12 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
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12 ARTICLE 5. Members. The Corporation shall have no
13 capital stock and shall be composed of members rather than share-
14 holders. The Board of Directors shall issue membership certifi-
15 cates, and the voting of each member shall be equal. The private
16 property of the members of the Corporation shall not be liable for
17 its corporate debts.

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

- 22 (a) To generate, manufacture, purchase, acquire,
23 and accumulate, electric energy and to transmit,
24 distribute, furnish, sell and dispose of such
25 electric energy; and to construct, erect, purchase,
26 lease as lessee, and in any manner acquire, own,
27 hold, maintain, operate, sell, dispose of, lease
28 as lessor, exchange and mortgage plants,
29 buildings, works, machinery, supplies, apparatus,
30 equipment and transmission and distribution or
31 lines or systems necessary, convenient or
32 useful for carrying out and accomplishing any
of the foregoing purposes;
- (b) To manage, maintain, and operate for its members
the transmission, distribution, and service lines
for systems, or any other property or properties
of its members and to advise, aid, or assist
therein;
- (c) To purchase, receive, lease as lessee, or in
any other manner acquire, own, hold, manage, use,
sell, convey, lease as lessor, exchange, mortgage,
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;
- (d) To acquire, own, hold, use, exercise, and, to
the extent permitted by law, to sell, mortgage,

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."

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

IN WITNESS WHEREOF, Wallace L. Banner and Kenneth C. Yost, as President and Secretary of UNITY LIGHT AND POWER COMPANY, have executed these Articles of Amendment this 23rd day of February, 1972.

Wallace L. Banner
President
Kenneth C. Yost
Secretary

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

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

PARSONS & SMITH
LAWYERS
BURLEY, IDAHO

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