

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

MINK CREEK VILLAGE CULINARY WATER, INC.

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 MINK CREEK VILLAGE CULINARY WATER, INC., changing the corporate name to BIRCH CREEK CULINARY WATER COMPANY, INC., 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: April 20, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

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**Articles of Amendment
of
Mink Creek Village Culinary Water, Inc.**

These Articles of Amendment relate to the Articles of Incorporation of Mink Creek Village Culinary Water, Inc., dated September 14, 1978, concerning which a Certificate of Incorporation was granted by the Idaho Department of State on September 15, 1978.

These Articles of Amendment are adopted pursuant to the provisions of Idaho Code Section 30-3-91 of the Idaho Nonprofit Corporation Act.

The undersigned hereby certify that (1) these Articles of Amendment have been unanimously approved by the Board of Directors on April 6, 1994; (2) that they have been approved by in excess of two-thirds of the votes cast at a membership meeting held April 6, 1994, notice of which meeting was given in writing in accordance with Idaho Code Section 30-3-91(4); (3) that there is only a single class of membership; (4) that the number of outstanding memberships is 30; (5) that the number of votes at the said membership meeting approving these Articles of Amendment was 15; (6) that the number of votes against the Amendment were 1; (7) and that no further approval is necessary.

Article I:

The name of this nonprofit corporation is changed to, and shall hereafter be: BIRCH CREEK CULINARY WATER COMPANY, INC.

Article I of the Corporation, and all other references to the name of the Corporation in said Articles is hereby amended.

Article II:

This Corporation is organized under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, of the Idaho Code. Any contrary designation of the Articles of Incorporation is hereby amended.

Article III:

All references in the Article of Incorporation to "cooperative association" and "Association" are hereby amended to read: "Corporation".

Article IV:

Paragraph Article II(a) is amended to delete the words "and to further the rehabilitation of said members".

Article V:

Article III of the Articles of Incorporation is hereby amended to read in its entirety as follows:

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent, and the address of the corporation's registered office is as follows:

Basil Crane
7124 East Birch Creek Road
Preston, ID 83263

Article VI:

Article VI of the Articles of Incorporation is hereby amended to read in its entirety as follows:

ARTICLE VI

MEMBERSHIP

Section 1: This Corporation will have members.

Section 2: This Corporation shall not have capital stock, but its capital stock shall be represented by membership certificates.

Section 3: This Corporation is a closed corporation, and shall not admit additional members. Further, this Corporation shall not be required to admit additional members.

Section 4: The membership fee in this Corporation shall be fixed and determined by its by-laws. The voting power of each member whose fees are fully paid and who is in good standing shall be equal and each member shall be entitled to one vote only. When a member has paid his membership fee in full he shall receive a certificate of membership. Assessments against members and a determination of their liabilities shall be fixed by the by-laws of the Corporation.

Section 5: This Corporation is organized on a non-profit basis for the mutual benefit of its members and consequently will not have profits from which to pay dividends on its capital. After all expenses of the Corporation have been paid and reasonable reserves as determined by the board of directors set aside, the net earnings of the Corporation shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending and repairing the system and property of the Corporation and for such other purposes as the board of directors may determine to be for the best interests of the Corporation. The said surplus fund or any portion thereof may from time to time at the discretion of the board of directors be distributed to the members as provided in the by-laws.

Section 6: Membership interests cannot be assigned or transferred, so that the transferee thereof can by such transfer become a member of the Corporation, except by resolution of the board of directors and under such regulations as the by-laws prescribe.

Section 7: The Corporation will use its income solely for paying losses and expenses. An excess income not retained in reasonable reserves for future losses and expenses belongs equally to members.

Section 8: Upon dissolution of the Corporation, gains from the sale of appreciated assets must be distributed equally to all persons who are members at the time of dissolution.

Section 9: A member will not forfeit his rights or equity interest upon withdrawal or termination or for any other reason. Upon withdrawal or termination of membership for cause as provided for in the by-laws, a member will receive just compensation for his equity interest or such will be applied to such a member's indebtedness to the Corporation.

Section 10: The secretary-treasurer shall keep a complete record of the equity interest of all members in the assets of the Corporation.

Article VII:

Article VII of the Articles of Incorporation is deleted in its entirety.

Article VIII:

Article VIII of the Articles of Incorporation is amended by deletion of sub-paragraph (a).

Article IX:

Article VIII(b) of the Articles of Incorporation is amended to delete the words "expulsion or", and by addition to the end thereof, the phrase "or termination of membership".

Article X:

Article VIII(c) of the Articles of Incorporation is amended to delete ", at its option," "the death," and "or expulsion", and by addition to the end thereof, the phrase "or termination of membership".

Article XI:

Article VIII(d) of the Articles of Incorporation is amended to delete "admission".

Article XII:

Article IX of the Articles of Incorporation is deleted in its entirety.

Article XIII:

Article X of the Articles of Incorporation is deleted in its entirety.

Article XIV:

The Articles of Incorporation are hereby amended by adding the following Article:

ARTICLE VII.

DIRECTORS TERM OF OFFICE

There shall be five directors of this Corporation, one from each of three districts, and two elected at large. The terms of the directors shall be staggered as provided in the by-laws. Each director shall serve a term of four (4) years.

Article XV:

Articles XI and XII of the Articles of Incorporation are redesignated as Articles IX and X, respectively.

IN WITNESS WHEREOF, the officers and directors of this Corporation have set their hands this 6th day of April, 1994.

Lynn Jensen
LYNN JENSEN, President

Basil Crane
BASIL CRANE, Secretary-Treasurer

Lynn Jensen
LYNN JENSEN, Director

Lynn Mason
LYNN MASON, Director

Scott Seamons
SCOTT SEAMONS, Director

Warren Wilde
WARREN WILDE, Director