

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, **GEO. H. CURTIS,** 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

KOOTENAI RURAL ELECTRIFICATION ASSOCIATION, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **fourteenth** day of **January** **1941**,

original articles of amendment, as provided by Sections 29-145 and 29-146, Idaho Code Annotated, amending Sections 2, 5 and 6 of Article V, Section 1 of Article VII and Article VIII

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book **A55** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation of the company 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 14th day
of January, in the year of our Lord
one thousand nine hundred ~~thirty-one~~ ,
and of the Independence of the United States of
America the One Hundred ~~sixty-fifth~~ .

Secretary of State.

KOOTENAI

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF/RURAL
ELECTRIFICATION ASSOCIATION, INC.

We, the undersigned, President and Secretary of the Kootenai Rural Electrification Association, Inc., do hereby certify that the Board of Directors of this Company heretofore authorized the calling of the meeting of the stockholders and members of the Cooperative for the purpose of passing upon the question of amending Sections 2, 5 and 6 of Article V; Section 1 of Article VII and Article VIII, of the Articles of Incorporation, and as hereinafter set forth and that upon the giving of the call for the annual meeting of the Cooperative by the Secretary of this Company, which call was issued on the 28th day of December, 1939, it was specifically provided that at said meeting the question of passing upon said matters would be taken up for consideration and, and at said annual meeting duly called and held in the Civic Auditorium in the City of Coeur d'Alene, Kootenai County, Idaho, June 27, 1940, at one-thirty o'clock P.M., 351 members of said Association were present in person and by proxy.

Thereupon the following resolution was presented:

"RESOLVED, that Article V, Section 2, of the Articles of Incorporation be, and the same is hereby amended to read as follows:

ARTICLE V

Section 2. Any person, firm, corporation or body politic may become a member in the Corporation by:

- (a) paying the membership fee hereinafter specified;
- (b) agreeing to purchase from the Corporation electric energy as hereinafter specified; and
- (c) agreeing to comply with and be bound by the Articles of Incorporation of the Corporation and these bylaws and any amendments thereto and such rules and regulations as may from time to time be adopted by the board of directors, provided, however, that no person, firm, corporation or body politic shall become a member unless and until he or it has been accepted for membership by the board of directors or the members.

The Bylaws may provide for appeal by an applicant to a

meeting of the members. No person, firm, corporation or body politic may own more than one (1) membership in the Corporation.

A husband and wife may jointly become a member and their application for a joint membership may be accepted in accordance with the foregoing provisions of this section provided the husband and wife comply jointly with the provisions of the above subdivisions (a), (b) and (c). "

All of the members present voted in favor of said resolution. Upon motion duly made and seconded said amendment was thereupon declared duly adopted.

Thereupon the following resolution was presented:

"RESOLVED, that Article V, Section 5, of the Articles of Incorporation be, and the same is hereby amended to read as follows:

ARTICLE V

Section 5. As long as the total number of members, does not exceed one thousand (1,000), at least fifteen per centum (15%) of the total number present in person or represented by proxy shall constitute a quorum for the transaction of business at all meetings of the members provided at least five per centum (5%) of the total number of members are present in person. In case the total number of members shall exceed one thousand (1,000) then at least one hundred fifty (150) of the members present in person or represented by proxy shall constitute a quorum for the transaction of business at all meetings of the members. If the total number of members is one hundred (100) or less, a quorum for the purpose of the election of directors at annual meetings of the members shall consist of fifty-one per centum (51%) of the total number present in person or represented by proxy, provided at least five per centum (5%) of the total number of members are present in person. If less than a quorum is present at any meeting, a majority of those present in person or represented by proxy may adjourn the meeting from time to time without further notice."

All of the members present voted in favor of said resolution. Upon motion duly made and seconded said amendment was thereupon declared duly adopted.

Thereupon the following resolution was presented:

"RESOLVED, that Article V, section 6, of the Articles of Incorporation be, and the same is hereby repealed."

All of the members present voted in favor of said resolution. Upon motion duly made and seconded said resolution was thereupon declared duly adopted.

Thereupon the following resolution was presented:

"RESOLVED, that Article VII, section 1, of the Articles of Incorporation be, and the same is hereby repealed."

All of the members present voted in favor of said resolution. Upon motion duly made and seconded said resolution was thereupon declared duly adopted.

Thereupon the following resolution was presented:

"RESOLVED, that Article VIII of the Articles of Incorporation be, and the same is hereby amended to read as follows:

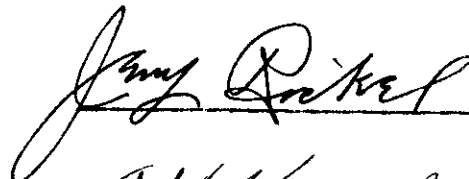
ARTICLE VIII

The Corporation may amend, alter, change or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the total number of the members at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal."

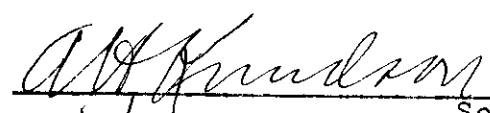
All of the members present voted in favor of said resolution. Upon motion duly made and seconded said amendment was thereupon declared duly adopted.

NOW, THEREFORE, in accordance therewith and in accordance with the authority conferred by the members of the Cooperative at said meeting, we do hereby certify that Sections 2, 5 and 6 of Article V; Section 1 of Article VII and Article VIII of the Articles of Incorporation of the Kootenai Rural Electrification Association, Inc., have been, and the same hereby are amended to read as above set forth.

IN WITNESS WHEREOF we have hereunto set out hands and seals this 27th day of June, A.D., 1940.



President

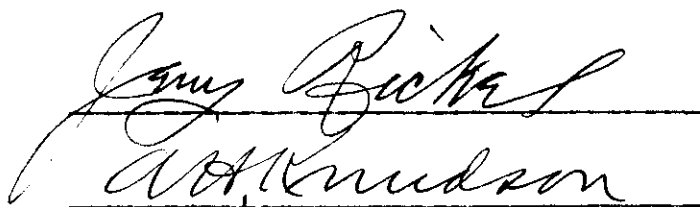


Secretary

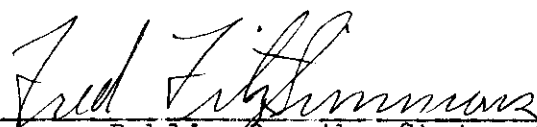
Kootenai Rural Electrification
Association, Inc.

STATE OF IDAHO)
) ss
County of Kootenai)

Jerry Rickel and A. H. Knudson, being first duly sworn each for himself and not one for the other, depose and say: That they are President and Secretary, respectively, of the Kootenai Rural Electrification Association, Inc. That the proceedings set forth in the above and foregoing amendment of the Articles of Incorporation of the Kootenai Rural Electrification Association, Inc., where Sections 2, 5 and 6 of Article V, Section 1 of Article VII and Article VIII of the Articles of Incorporation of the Kootenai Rural Electrification Association, Inc. were amended are true and correct and that said Resolutions, and each and all of them, were duly adopted as above set forth.



Subscribed and sworn to before me this 18th day of December,
A.D., 1940.



Notary Public for the State of Idaho,
residing at Coeur d'Alene. My Commis-
sion expires Feb 2 1942