

# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, 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

**SNAKE RIVER POWER 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 **Eighteenth** day of **August** 19 **65**, original articles of amendment, as provided by Sections **30-146** and **30-147**, Idaho Code, **restating entire Articles of Incorporation, Articles I thru X, inclusive,**

and that the said articles of amendment contain the statement of facts required by law, and ~~are~~<sup>will be</sup> recorded on ~~FILMSTRIP~~ **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 **18th** day of **August**, A. D., 19 **65**.

**ARNOLD WILLIAMS, Secretary of State**

By \_\_\_\_\_  
**Deputy Secretary of State**

CERTIFICATE OF ADOPTION OF AMENDED ARTICLES OF INCORPORATION  
OF SNAKE RIVER POWER ASSOCIATION, INC.  
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BE IT REMEMBERED, That at a special meeting of the members of SNAKE RIVER POWER ASSOCIATION, Inc., called pursuant to written notice of the time, place and purpose of said meeting, held at the Rogers Hotel in Idaho Falls, Bonneville County, Idaho, on the 11th day of August, 1965, which meeting as will hereinafter more particularly appear from the affidavit of the President, the Secretary, and members of the Board of Directors of said Cooperative, hereto attached, was duly and legally called, and there was included in the notice of said special meeting of the members a proposal to adopt amended articles of incorporation for Snake River Power Association, Inc., and a copy of the proposed amended articles of incorporation were included with said notice, a resolution was duly made, seconded and adopted by the vote of the holders of two-thirds of the voting power of all members of Snake River Power Association, Inc., to the end and purpose that amended articles of incorporation of Snake River Power Association, Inc., were adopted to read as follows:

AMENDED ARTICLES OF INCORPORATION

OF

SNAKE RIVER POWER ASSOCIATION, INC.  
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ARTICLE I

The name of this corporation is:

SNAKE RIVER POWER ASSOCIATION, INC.

ARTICLE II

The purposes for which this corporation is organized are:

(a) To unite in common organization those cooperative corporations engaged in the generation, transmission, or distribution of electric energy to their members or other customers, and those municipalities engaged in the generation, transmission, or distribution of electric energy to their residents or other customers, conducting or carrying on such activities at least in part within the State of Idaho, or adjacent states.

(b) To promote and encourage the enactment of just and reasonable laws and ordinances, both federal, state and local, affecting electric cooperatives and municipalities operating electric systems, and to oppose the enactment of those laws and ordinances that would be unjust and unreasonable, and would adversely and unfairly affect electric cooperatives and municipalities operating electric systems.

(c) To promote and encourage the recognition of the full rights of electric cooperatives within the State of Idaho before all courts, both state and federal, through the supplying of counsel as friends of the court, or otherwise, where the resolution of courts of issues involved will have a substantial

effect upon the operation of electric cooperatives and municipalities with electric systems, within the State of Idaho.

(d) To provide a unified voice of the industry involved in dealing with various power suppliers which sell or distribute electric energy to electric cooperatives or municipalities for distribution and resale, to the end that the overall industry will be benefitted by the promotion of fair and reasonable wholesale, wheeling, and other electric supply contracts, with all power suppliers, both public and private, and to promote and insure the securing of adequate power supplies for the industry.

(e) To formulate and maintain ethical standards for the guidance of its members in their relations with each other and with the public.

(f) To disseminate information to the public that will encourage the increased use of electric energy, and will provide the correct and true image of the service and benefit to the public by the industry.

(g) To collect and disseminate statistics and other information of value to its members or the public.

(h) To promote a spirit of cooperation among its members, and to generally encourage, assist and promote conditions generally in the industry.

#### ARTICLE III

The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for

which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in section 501(c)(6) of the Internal Revenue Code and its regulations as the same now exists or as they may be hereafter amended from time to time.

#### ARTICLE IV

Nothing herein contained shall be deemed to authorize the corporation to engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit, nor to promote the private interest of any member, nor to perform particular services for individual members or individual persons, as distinct from improving conditions generally in the industry.

#### ARTICLE V

The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of any private member or individual. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to appropriate court order as provided by law, exclusively for purposes within those set forth in Article II of these

Articles and within the intendment of section 501(c)(6) of the Internal Revenue Code and its regulations as the same now exists or as they may be hereafter amended from time to time.

#### ARTICLE VI

The existence of this corporation shall be perpetual, unless dissolved or disincorporated pursuant to law.

#### ARTICLE VII

The operations of the corporation are to be conducted principally within the State of Idaho, but operations may also be carried on in such other parts of the United States as the Board of Directors may from time to time decide. The principal office and place of business of the corporation shall be in the City of Burley, Cassia County, Idaho, and the corporation may maintain offices at such other place or places in the State of Idaho or in the United States as the Board of Directors may from time to time determine.

#### ARTICLE VIII

This corporation is organized without capital stock. The rights and interests of all members shall be equal, and no member may acquire or have a greater interest therein than any other member. Membership in the corporation may be acquired in such manner and upon such terms and conditions as shall be prescribed by the by-laws. Membership certificates shall be issued to each member of the corporation upon payment of the membership fee, and in compliance with the other qualifications and conditions of obtaining membership. The membership fee shall

be an amount to be fixed by the by-laws. Membership certificates shall not be transferred except by resolution of the Board of Directors and under such regulations as the by-laws may prescribe. Each member shall be entitled to one vote and no more upon each matter submitted to a vote at a meeting of the members. Members may vote in person or by proxy.

#### ARTICLE IX

The private property of the members of the corporation shall not be subject to payment of, and no member shall be individually responsible for corporate debts to any extent whatever.

#### ARTICLE X

The number of directors of the corporation shall be not less than three nor more than nine, with the number to be determined by the by-laws, and the number of directors may be increased or decreased within these limits from time to time by vote of the members in accordance with the by-laws of the corporation. Those directors serving at the time of the adoption of these amended Articles shall continue to serve until the next regular election of directors, and until their successors are elected and qualify.

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**AFFIDAVIT AS TO ADOPTION OF AMENDED  
ARTICLES OF INCORPORATION OF  
SNAKE RIVER POWER ASSOCIATION, INC.**  
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STATE OF IDAHO,                    )  
  SS.  
County of Bonneville. )

JOHN L. BROG, M.M. HINTZE, EDWIN C. SCHLENDER, E. W. ROBERTS and ELNO DRANEY, being each severally duly sworn, each for himself deposes and says:

1. That John L. Brog is the President and member of the Board of Directors, M. M. Hintze, is the Vice President and member of the Board of Directors, Edwin C. Schlander is the Secretary and member of the Board of Directors, E. W. Roberts is a member of the Board of Directors, and Elno Draney is a member of the Board of Directors, and that the foregoing constitute all of the members of the Board of Directors of SNAKE RIVER POWER ASSOCIATION, INC., a corporation organized and existing under and by virtue of the laws of the State of Idaho.

2. That the foregoing amended articles of incorporation of Snake River Power Association, Inc., were adopted by the vote of the holders of two-thirds of the voting power of all members of said corporation, at a special meeting of the members held in the Rogers Hotel in Idaho Falls, Bonneville County, Idaho, at the hour of 10:00 a.m. on the 11th day of August, 1965, pursuant to a written notice of the date, place and purpose of said meeting duly and legally given, according to the requirements of the Idaho laws, the articles of incorporation, and the by-laws of said corporation, together with a copy of the proposed amended articles of incorporation.



John L. Boag

Wm. L. Boag

Edwin L. Boag

Robert W. Boag

John L. Boag

Subscribed and sworn to before this 11th day of August,  
1965.

John S. Thacker

Notary Public for Idaho  
Residing at Rexburg, Idaho

My Commission Expires: 8-28-66