



Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

ERSON H. DEAL
I, ~~ARTHUR H. DEAL~~, 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 WOODVILLE CANAL COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed
in this office on the **28th** day of **February** 19 **67** ,
original articles of amendment, as provided by Sections, **30-146, 30-147, 30-148 and**
30-804, IDAHO CODE, restating Articles and changing Principal place of
business to Woodville, Bingham County, and increasing authorized capital
stock to \$105,000.00,

and that the said articles of amendment contain the statement of facts required by law, and ~~will~~
will be
/ recorded on ~~microfilm~~ **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 **28th** day of **February** ,
A. D., 19 **67** .

Secretary of State

AMENDED
ARTICLES OF INCORPORATION
of
THE WOODVILLE CANAL COMPANY

We, the undersigned, being the President and Secretary-Treasurer of The Woodville Canal Company, a corporation, certify that these Amended Articles of Incorporation were duly and regularly adopted by shareholders representing two-thirds of the outstanding shares of The Woodville Canal Company, who were present at an annual meeting of the shareholders held on January 18, 1967, at Woodville, Idaho; and that due notice of the time, place and purpose of said meeting was duly given to all shareholders of record prior thereto as required by law.

ARTICLE I.

The location and post office address of the Corporation's registered office in the State of Idaho is Woodville, Bingham County, State of Idaho.

ARTICLE II.

The Corporation shall have perpetual existence.

ARTICLE III.

The nature of the business of the Corporation and its object and purpose is to own, acquire, construct, maintain and administer canals, ditches, irrigation and diversion works, measuring devices, water and water rights for application to all beneficial uses by the shareholders of the Corporation upon the real property and interests in real property within the land area served by the Corporation and not for profit.

ARTICLE IV.

The headgate of the Corporation's main canal is and shall continue to be located on the right bank of the Snake River at a point approximately one thousand feet upstream from the South milepost of Section 34, Township 2 North Range 37 E.B.M. in Bonneville County, State of Idaho. The primary water right of the Corporation

is 4,275 inches of water in the Snake River and its tributaries with a decreed priority date of April 30, 1893 as set forth in the Decree of the Snake River and its tributaries entered in Rexburg Irrigation Company vs. Teton Irrigation Canal Company on December 16, 1910 by the District Court of the Sixth Judicial District of the State of Idaho, in and for the County of Fremont.

ARTICLE V.

For the carrying out of the business, object and purpose of the Corporation, the Corporation shall have power to do each and every thing necessary, suitable or proper, or which shall at any time appear conducive to or expedient in furtherance thereof, including, but not limited, to the following:

A. To acquire, manage, work, develop, lease, mortgage, sell, dispose of and otherwise deal in and with real and personal property and property rights of all kinds situated both within and without the State of Idaho.

B. To compromise and settle demands, accounts and claims of all kinds.

C. To appoint agents and to enter into contracts and agreements with such.

D. To enter into, make, perform and carry out contracts or obligations of any type or kind, with any person, firm, association, or corporation essential, necessary or proper to the transaction of its affairs, or for the welfare of the Corporation.

E. To organize, finance, develop, form, merge, reorganize and promote any association or corporation, domestic or foreign for the benefit of the Corporation; and in connection therewith to acquire the same and to make payment therefor in any lawful manner, or by undertaking or assuming the obligations and liabilities thereof or of any transferor thereof; to hold or in any manner dispose of the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

F. To borrow or raise money for any of the purposes of the Corporation, without limit as to amount, and in connection therewith to transfer collateral or rights of any type to the lender as security therefor either alone or jointly with any other person, firm or corporation.

G. To have, exercise and enjoy all of the powers now or hereafter granted to water and canal corporations organized under the laws of the State of Idaho, including the power to levy reasonable assessments upon shares of the stock of the Corporation, and to levy and collect from the holders or owners of all land to which the water and water rights evidenced by shares in the Corporation are dedicated or appurtenant, reasonable tolls, assessments and charges for the purpose of maintaining and operating the irrigation works and defraying the operating expenses and meeting the obligations of the Corporation, and to have the benefit of such lien rights as are provided by statute for the enforcement thereof. ✓

H. To treat and eradicate noxious weeds growing on the lands within the boundaries of the Corporation canal system and adjacent thereto and to drain excess water from said lands.

ARTICLE VI.

The capital stock of this Corporation represents the ownership in the holders thereof of the right to the water held by the Corporation. The amount of capital stock shall be \$105,000.00 Dollars, divided into 4,200 shares of common stock of the par value of \$25.00 per share, which shares shall be fully assessable. Each shareholder shall be entitled to a proportion of the quantity of water available to the Corporation equal to his percentage of ownership of the outstanding shares. Such water shall be distributed and measured by the Corporation to each shareholder to be used upon real property owned by such shareholder within the land area served by the Corporation. ✓

ARTICLE VII.

Each shareholder of record shall promptly pay all assessments levied against all shares owned by him from time to time and shall, in addition to and as a part of the first share assessment made in each calendar year, pay a sum of not less than \$5.00 nor more than \$20.00 as the Board of Directors may by resolution determine, to the Treasurer of the Corporation. Shares shall not be transferable upon the books and records of the Corporation, until all indebtedness of the holder thereof to the Corporation on any account whatsoever shall have been paid in full, except by the consent of the Board of Directors. Transfers of shares by shareholders requiring the issuance of more than one new stock certificate to represent the shares previously represented by one stock certificate, shall be reflected upon the books and records of the Corporation only upon payment to the Corporation, by the person requesting transfer, of the sum of \$3.00 for each such additional certificate required. The Corporation shall not recognize nor reflect upon the books and records of the Corporation after the date of the adoption of these Amended Articles of Incorporation, any division of one or more shares into fractional shares, on any division of existing fractional shares into smaller shares, on any division of existing fractional shares into smaller fractional shares. The Corporation shall not recognize ownership of shares or of water except as shown by outstanding issued certificates as shown upon the books of the Corporation, and shall not record nor take official notice of any share transfer not evidenced by a properly endorsed stock certificate delivered in accordance with the uniform stock transfer law of the State of Idaho and duly presented to the Corporation.

ARTICLE VIII.

No change in the point of diversion or place of use of the water owned by the Corporation may be made to a point or place outside of the land area irrigated through the Corporation's canal system.

ARTICLE IX.

The private property of the shareholders of this Corporation shall not be liable for the debts, obligations or liabilities of the Corporation.

ARTICLE X.

The corporate powers of the Corporation shall be vested in and be exercised by a Board of Directors which shall consist of five members, each a citizen and resident of the United States of America and of the State of Idaho, and each of which shall own seventy or more fully paid shares of stock in the Corporation upon which there are no unpaid assessments as of the date of their election. The Board shall have the power to divide the area served by the Corporation into districts, and to designate the numbers of Directors to be elected from each such district. Two of the five members of the Board of Directors shall be elected by the shareholders at the shareholder's annual meeting each even-numbered year and three of the five members shall be elected by the shareholders at the shareholder's annual meeting each odd-numbered year. Cumulative voting shall be permitted at each election and the shareholders present at any annual meeting by person or by proxy shall constitute a quorum for the purpose of electing directors and transacting business. Each Director shall hold office for a term of two years and until his successor shall have been elected and qualified. Directors may be removed prior to the expiration of their term of office by a vote representing two-thirds of the outstanding shares.

ARTICLE XI.

A majority of the Board shall constitute a quorum and action by a majority of Directors present at a meeting at which a quorum is present shall constitute action by the Board. Meetings of the Board of Directors shall be held at such times and places as the Board may by resolution appoint. The Board shall appoint and may

remove the officers of the Corporation, which shall consist of a President, a Secretary, a Treasurer and, if the Board so elects, one or more Vice-Presidents. The officers of the Corporation shall exercise the duties of their respective offices as set forth in the By-Laws and as further determined by the Board of Directors. ✓ The Board of Directors shall have power to adopt, repeal and amend the By-Laws of the Corporation by a two-thirds majority vote. This power shall not extend to such By-Laws as may fix the qualifications, classification, term of office or compensation of Directors. Directors shall be compensated for their time actually expended in managing and directing the Corporation's affairs at a rate not less than \$1.00 per hour and not more than \$5.00 per hour as determined by majority vote of the shareholders at the time of their election, or if no such determination be made by the shareholders, as determined by resolution of the Board of Directors.

ARTICLE XII.

An annual meeting of the shareholders shall be held within or without the State of Idaho at such time and at such place as ✓ the By-Laws shall provide.

ARTICLE XIII.

All previous Articles of Incorporation of The Woodville Canal Company which are inconsistent herewith are hereby repealed.

ARTICLE XIV.

The Corporation reserves the right to amend, alter or repeal any provision contained in these Amended Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Idaho, and all rights and powers conferred on Directors and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands this 18th day of January , 1967.

Weldon Olsen
President

Howard Risenmay
Secretary-Treasurer


STATE OF IDAHO

County of Bingham

} ss.

On this 18th day of January , 1967, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Weldon Olsen and Howard Risenmay, who, being by me first duly sworn on oath, did depose and say that they are the President and Secretary-Treasurer respectively, of The Woodville Canal Company, and the signers of the above and foregoing AMENDED ARTICLES OF INCORPORATION, and that the same were duly and regularly adopted by the shareholders at the shareholder's annual meeting held on the 18th day of January, 1967, at Woodville, Idaho.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first mentioned above.


NOTARY PUBLIC FOR IDAHO
Residing at Shelley, Idaho

My Commission expires: -

(SEAL)