

AMENDED ARTICLES OF INCORPORATION

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Pursuant to Idaho Code of the Idaho, the undersigned directors of PAYETTE RIVER IRRIGATION OFFICE, INC. adopt the following Amendments to the Articles of Incorporation:

1. The name of the corporation is PAYETTE RIVER IRRIGATION OFFICE, INC.

2. The following amendments to the Articles of Incorporation were adopted by the Board of Directors of PAYETTE RIVER IRRIGATION OFFICE, INC. on the 19th day of January, 2004, in the manner prescribed by the laws of the State of Idaho.

Resolved that the Articles of Incorporation, be amended to read as follows:

ARTICLE I

That the name of this corporation is PAYETTE RIVER IRRIGATION OFFICE, INC.

ARTICLE II

The principal place of business of PAYETTE RIVER IRRIGATION OFFICE, INC. is 102 North Main St., Payette, Idaho.

ARTICLE III

The general nature of the business of this corporation shall be as follows:

(a) To manage and operate all business of the office of PAYETTE RIVER IRRIGATION OFFICE, INC.

(b) To buy and sell property, real and personal, of any kind or character, whether for cash or on credit, or in exchange for other property, or otherwise; and mortgage same; to construct buildings and offices, and to rent, lease, operate, or manage said property; to borrow or lend money; and to give and receive any kind of evidence thereof; and to raise money by the sale of any character of evidence of indebtedness; to do any and every act or thing, and to engage in any or every activity or undertaking necessary or convenient in the prosecution of the undertaking of the corporation, which a corporate body may lawfully do or perform.

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ARTICLE IV

The commencement of the corporation shall be the date of the issuance of a certificate of incorporation by the Idaho Corporation Commission, and it shall have perpetual existence. The amended Articles shall become effective immediately upon adoption.

ARTICLE V

The corporate affairs shall be conducted by a Board of Directors selected at the annual meeting by the membership which consist of six (6) persons. The annual meeting shall be held the third week in February of each calender year. The Board of Directors shall consist of two persons selected by the Lower Payette Ditch Co., Ltd., two persons selected by the Farmers Co-operative Irrigation Co., Ltd. and two persons selected by the Noble Ditch Co., Ltd.

The terms of office for the directors shall be established by the By-Laws, and the Directors shall have the power and authority to adopt and amend the By-laws and to designate such other officers as may be necessary or convenient for the management of the corporation.

Until the next meeting where successors are chosen, the presently elected members of the Board of Directors as reflected by the corporate records shall continue in office.

ARTICLE VI

The members of the corporation shall have the power to establish By-Laws for the operation of the affairs of this corporation which shall in general be in conformity with and pursuant to the principles and purposes of the PAYETTE RIVER IRRIGATION OFFICE, INC.

ARTICLE VII

The highest amount of indebtedness or liability to which the corporation may at any one time subject itself is ONE HUNDRED THOUSAND AND 00/100 DOLLARS (\$100,000.00).

ARTICLES VIII

The private property of the officers and directors of PAYETTE RIVER IRRIGATION OFFICE, INC. shall be forever exempt from its debts and obligations.

ARTICLE IX

This corporation shall have no stock and no dividends, no pecuniary profits shall be declared or paid to the members thereof, or to any other private individual, and all of its earnings shall be used to further the purposes of this corporation as hereinabove set forth. In the event of dissolution after payment of expenses, the assets of the corporation shall be equally divided and delivered to the following non-profit corporations: Noble Ditch Co., Ltd., Farmers Co-operative Irrigation Co., Ltd. and Lower Payette Ditch Co. Ltd.

ARTICLE X

The PAYETTE RIVER IRRIGATION OFFICE, INC. does hereby appoint BERT L. OSBORN, of 26 South Ninth St., Payette, Idaho, 83661 who has been a bona fide resident of the State of Idaho for more than three (3) years last past, as its registered agent in and for the State of Idaho, for and on behalf of the said corporation to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against the said corporation in any of the Courts of the said State of Idaho, such services of process or notice or the acceptance thereof by the agent endorsed thereon to have the same force and effect as if served upon the President and Secretary of said corporation.

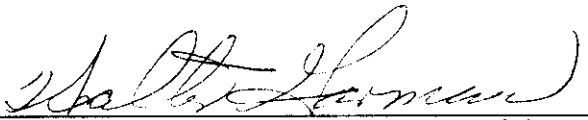
Be it further resolved that the said amendments are hereby adopted and approved.

3. The date of the adoption of the amendments to the Articles of Incorporation was the 19th day of January, 2004.

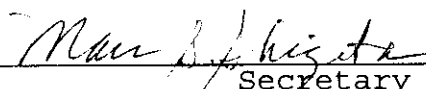
Executed by the undersigned in duplicate at Payette, Idaho, this 22nd day of January, 2004.

4. 100% of the members entitled to vote, voted in favor of the amendment.

PAYETTE RIVER IRRIGATION OFFICE, INC.

By 
President

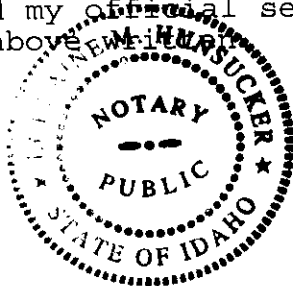
Attest:

By 
Secretary

STATE OF IDAHO)
 : ss.
County of Payette)

On this 22nd day of January, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared WALTER GARMAN and MARC SHIGETA known to me to be the President and Secretary respectively, of the Corporation that executed the foregoing Amendment to Articles of Incorporation, or the persons who executed the Amendment to Articles of Incorporation on behalf of said Corporation, and acknowledged to me that such Corporation executed the same.

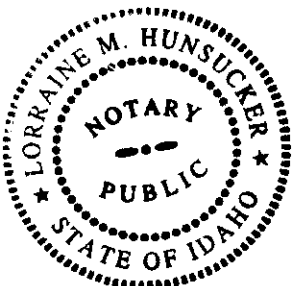
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.



Lorraine M. Hunsucker
Notary Public for Idaho
Residing at: Twitland
My Comm. Expires: 12-22-05

STATE OF IDAHO)
 : ss.
County of Payette)

I, Lorraine M. Hunsucker, a Notary Public, do hereby certify that on this 22nd day of January, 2004, personally appeared before me WALTER GARMAN, who, being by me first duly sworn, declared that he is the President of PAYETTE RIVER IRRIGATION OFFICE, INC., and that he signed the foregoing document as President of the Corporation, and MARC SHIGETA, who, being by me first duly sworn, declared that he is the Secretary of PAYETTE RIVER IRRIGATION OFFICE, INC. and that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.



Lorraine M. Hunsucker
Notary Public for Idaho
Residing at: Twitland
My Comm. Expires: 12-22-05