

State of Idaho

Department of State

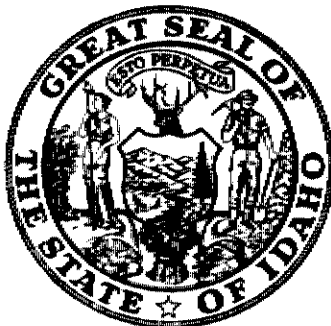
CERTIFICATE OF AMENDMENT OF

CO-OP GAS & SUPPLY CO., 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 CO-OP GAS & SUPPLY CO., 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.

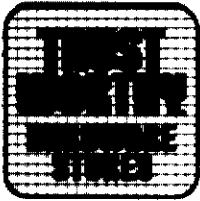
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: April 26, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*



"Your Country Store"

CO-OP GAS AND SUPPLY CO., INC.

(208) 263-6820
502 Church Street
Sandpoint, ID 83864

(208) 267-7548
Route 4, Box 4730
Bonners Ferry, ID 83806



33 FEB 22 PM 8 22

APR 26 10 44 AM '93
SECRETARY OF STATE

**ARTICLES OF AMENDMENT
OF
CO-OP GAS & SUPPLY CO., INC.**

Pursuant to the provisions of Section 22-2609 and Section 30-1-61 of the Idaho Code, Co-Op Gas & Supply Co. Inc., an Idaho cooperative association, hereby executes in duplicate the following Articles of Amendment and the undersigned state and verify as follows:

1. Name of Association. The name of the association is Co-Op Gas & Supply Co., Inc.

2. Amendments Adopted. Article II, Section 3 is deleted; Article III, Section 1 is amended; Article III, Sections 7 and 8 are deleted; a new Article IV is added; existing Article IV is renumbered as Article V and Section 2 thereof is amended; existing Article V is renumbered as Article VI; existing Article VI is renumbered as Article VII; a new Article VIII is added; and existing Article VII is renumbered as Article IX, all as set forth in Exhibit A hereto attached.

3. Date of Adoption. The date of the adoption of the amendments by the members of the corporation was March 13, 1993.

4. Votes Outstanding/Entitled to Vote. The number of memberships of the corporation outstanding at the time of adoption of the amendments was 1,174 memberships, all of which were the same class and entitled to vote on the amendments.

5. Votes Voted For/Against Amendments. The number of memberships voted for and against the amendments, respectively, were as follows:

FOR:	29 memberships
AGAINST:	0 memberships

6. No Exchange/Reclassification/Cancellation. The amendments do not provide for the exchange, reclassification or cancellation of issued memberships.

7. Change in Authorized Capital. The amendments increase the authorized capital of the corporation from \$2,000,000 to \$5,150,000 by increasing the authorized shares of \$25 par value Preferred Stock from 74,000 to 200,000 shares.

DATED this 20TH day of April, 1993.

CO-OP GAS & SUPPLY CO. INC.

By [Signature]
Its President

By [Signature]
Its Secretary

VERIFICATION

STATE OF IDAHO)
COUNTY OF BANNER) : ss

The undersigned, upon oath, verifies and says that he has read the foregoing Articles of Amendment, is familiar with the contents thereof and believes the same to be true and correct.

[Signature]

I, Joe D. Nieman, a notary public, do hereby certify that on this 20TH day of April, 1993, personally appeared before me DALE VAN STONE who, being by me first duly sworn, declared that he is the SECRETARY / TREASURER of Co-Op Gas and Supply Co. Inc., that he signed the foregoing document as SECRETARY / TREASURER of the corporation, and that the statements therein contained are true.

[Signature]
NOTARY PUBLIC in and for the
State of Idaho.
Commission expires LIFE

BE IT RESOLVED (1), that Article II, "Objects and Plan," Section 3 of this corporation's Articles of Incorporation be deleted in its entirety.



BE IT RESOLVED (2), that Article III, "Capital Stock," Section 1 of this corporation's Articles of Incorporation be amended to read as follows:

ARTICLE III

CAPITAL STOCK

Section 1. The amount of the authorized capital stock of this corporation shall be Five Million One Hundred Fifty Thousand Dollars (\$5,150,000.00) which shall consist of Five Thousand (5,000) shares of Common Stock of the par value of Twenty-five Dollars (\$25.00) each; Two Hundred Thousand (200,000) shares of Preferred Stock of the par value of Twenty-five Dollars (\$25.00) accumulative; and One Thousand (1,000) shares of Preferred Stock A of the par value of Twenty-five Dollars (\$25.00) each.

BE IT RESOLVED (3), that Article III, "Capital Stock," Sections 7 and 8 of this corporation's Articles of Incorporation be deleted in their entirety.

BE IT RESOLVED (4), that a new Article IV, "Rights and Priorities," be added to this corporation's Articles of Incorporation to read as follows:

ARTICLE IV

RIGHTS AND PRIORITIES

Section 1. In the event the membership of any member shall terminate for any reason whatsoever, such member shall not thereupon become entitled to demand or receive any interest in the property or assets of the corporation, but shall be entitled only to receive payment of its interest in any preferred stock and allocated reserves as and when payment would have been received had it remained a member. Notwithstanding the foregoing, in case of the withdrawal or expulsion of a member, the Board of Directors shall make certain that the capital furnished by such terminated member is correctly recorded on the books of the corporation in direct relationship to his patronage and such terminated member shall be notified of such interest by payment in money or issuance of stock in the corporation or issuance of such other evidence of the capital interest as the Bylaws of the corporation may permit or any combination of the foregoing; within one (1) year after such expulsion or withdrawal.

Section 2. No permitted assignment or transfer of any interest in capital stock and allocated reserves, whether voluntary or involuntary, shall be of any effect, or entitle the assignee or transferee to be paid or to receive any money from the corporation until evidence of such assignment satisfactory to the corporation shall be submitted to the corporation.

Section 3. In the event that the corporation shall be obligated to redeem or otherwise liquidate a patron's interest in any capital stock or other allocated reserves other than in the ordinary course of its business, including without limitation, cases where a patron has exercised dissenter's rights with regard to certain corporate actions, cases where such amounts are applied in whole or partial satisfaction of the claims of a patron's creditors (including the corporation itself) or of a trustee in bankruptcy, or cases where such amounts are required to be directly paid to a patron or his creditors or successors or assigns, then such interests shall be discounted to their present value. For purposes hereof, present value shall be calculated with reference to the corporation's history

of redeeming those interests of its patrons which are of similar character to those being prematurely redeemed (e.g., with reference to classification, type or year of issuance, etc.) over the ten (10) year period immediately preceding such premature redemption and with the use of a discount rate equal to the prime rate as published in the Wall Street Journal on the date of redemption or such greater amount, at the Board of Directors' option, as may then be appropriate.

Section 4. In making payment of any interest in capital stock and allocated reserves, the corporation may rely solely upon its own records and shall not be liable to any person other than the person appearing by its records to be the owner thereof and entitled to payment.

Section 5. No permitted transfer of any interest in capital stock and allocated reserves shall be valid until all claims of the corporation against the registered holder thereof have been paid in full. The corporation shall have the right to offset any indebtedness of a patron to the corporation against: (a) any sums payable by the corporation to such patron; such patron's capital stock and allocated reserves in the corporation; and/or (b) the cash portion of any patronage dividend payable by the corporation to such patron. Each patron of the corporation does hereby make, constitute and appoint the corporation such patron's attorney-in-fact for him and in his name, place and stead, for his use and benefit, to sign, endorse and deliver to the corporation such portion of the cash portion of such patron's patronage dividend as may be necessary to satisfy any indebtedness of such patron to the corporation.

Section 6. In the event of liquidation of the corporation, voluntary or involuntary, the assets of this corporation shall be distributed as follows:

1. To pay the cost of dissolution;
2. To pay any liabilities;
3. To pay any patronage returns due for the current fiscal year, pro rata;
4. To pay the par value of the outstanding Preferred Stock A, pro rata;

5. To pay the par value of the outstanding Preferred and Common Stock, pro rata;

6. To pay any allocated reserves pro rata;

7. If any balance remains, it shall be distributed to members and patrons of the corporation pro rata in proportion to the Preferred Stock held at the time of commencement of dissolution, as shown by the records of the corporation.

BE IT RESOLVED (5), that Article IV, "Miscellaneous," of this corporation's Articles of Incorporation be renumbered as Article V, and Section 2 thereof be amended to read as follows:

ARTICLE V

MISCELLANEOUS

* * *

Section 2. The period of duration of this corporation shall be perpetual.

BE IT RESOLVED (6), that existing Article V, "Board of Directors," of this corporation's Articles of Incorporation be renumbered as Article VI.

BE IT RESOLVED (7), that existing Article VI, "Incorporators," of this corporation's Articles of Incorporation be renumbered as Article VII.

BE IT RESOLVED (8), that a new Article VIII, be added to this corporation's Articles of Incorporation to read as follows:

ARTICLE VIII

DIRECTOR LIABILITY

A member of the Board of Directors of this corporation shall not be liable to the corporation or its members for monetary damages for breach of his fiduciary duty as a director except for: (a) any breach of the director's duty of loyalty to the corporation or its members; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) acts described in Section 30-1-48, Idaho Code; and (d) any transaction from which the director derived an improper personal benefit.

BE IT RESOLVED (9), that existing Article VII, "Amendments," of this corporation's Articles of Incorporation be renumbered as Article IX and that the caption "Section 1" be deleted.