

WOOD RIVER POWER COMPANY

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION.

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KNOW ALL MEN BY THESE PRESENTS:

That we, I. E. Rockwell and E. W. Rising, the president and secretary respectively of the Wood River Power Company, a corporation organized and existing under the laws of the state of Idaho, and, as such officers, the chairman and secretary of the special meeting of the stockholders thereof hereinafter referred to; and,

That we, I. E. Rockwell, L. R. W. Rockwell, E. W. Rising, and John^B Purdum who are directors of said corporation and do constitute a majority of its Board of Directors,

DO HEREBY CERTIFY:

That the said Wood River Power Company is a corporation incorporated under the laws of the State of Idaho on or about the 26th day of November 1916; that the said corporation, at the date of its incorporation, and ever since said date, has had an authorized capital of Two Hundred Seventy Five Thousand Dollars (\$275,000.00) divided into 1500 shares of common stock and 1250 shares of preferred stock, each of said shares being of the par value of One Hundred Dollars (\$100.00); that no provision is made in its articles of incorporation covering the voting power incident to the ownership of preferred stock.

That pursuant to a resolution of the Board of Directors of the Wood River Power Company duly held on the Fifth . day of January 1922. at the principal place of business of said corporation in Hailey, Blaine County, Idaho the following notice was personally served on each of the stockholders of the said corporation at least thirty days prior to the special meet-

ing of the stockholders of said corporation therein referred to:

**NOTICE OF STOCKHOLDERS' MEETING TO CONSIDER
AMENDMENT TO ARTICLES OF INCORPORATION.**

Notice is hereby given that pursuant to a resolution and order of the Board of Directors of the Wood River Power Company, a corporation organized and existing under the laws of the State of Idaho adopted by a majority vote at a regular meeting of the said Directors held on the Fifth day of January, 1922 . . at the principal place of business of said corporation in Hailey, Blaine County, State of Idaho, a meeting of the stockholders of the said corporation is hereby called for and will be held at the principal place of business of said corporation in Hailey, Blaine County, State of Idaho on the Sixth day of February . . . , 1922 at 2 o'clock P.M. for the purpose of considering and acting upon a proposition to make the preferred stock non-voting.

By order of the Board of Directors.
Dated January 5th, 1922

.. F. W. Rising, ..
Secretary of Wood River Power
Company

That on the Sixth . day of . February . . . , 1922 at the hour of 2 o'clock P. M. at the principal place of business of said corporation in Hailey, Blaine County, State of Idaho, at the special meeting of the stockholders of said corporation called pursuant to the foregoing notice, the following resolution was duly passed by vote representing at least two-thirds of the subscribed capital stock:

**RESOLUTION OF STOCKHOLDERS AMENDING ARTICLES OF IN-
CORPORATION BY MAKING PREFERRED STOCK NON-VOTING.**

RESOLVED by the stockholders of the Wood River Power Company representing more than two-thirds of the subscribed capital stock of said corporation that the preferred stock of this corporation have no voting power; and that to carry out the intent of this resolution the articles of incorporation be, and the same are hereby amended by inserting therein as Section .2. . . of Article . VI. . , the following: "The preferred stock of this corporation shall have no voting power." That the president and secretary of said corporation as chairman and secretary of this meeting and a majority of the

Directors of said corporation shall sign the certificate of amendment of the articles of incorporation required by law and that said secretary shall file the same in the office of the Secretary of State of Idaho in the manner required by law.

That of the authorized preferred stock of this corporation, there have been issued and there are now outstanding .174 . shares thereof, and that the owners of all of said shares have assented to the amendment of the articles of incorporation embodied in the foregoing resolution which assent is as follows:

ASSENT BY PREFERRED STOCKHOLDERS TO AMENDMENT OF ARTICLES OF INCORPORATION, MAKING PREFERRED STOCK NON-VOTING

We, the undersigned being all of the preferred stockholders of the Wood River Power Company, hereby assent to, confirm and ratify the amendment of the articles of incorporation made by the stockholders thereof at a special meeting regularly called and held on the Sixth day of February, 1922 which amendment is as follows to wit: that the articles of incorporation of the Wood River Power Company be, and the same are hereby amended by inserting as Section . 2 ., of Article .VI ., the following: "The preferred stock of this corporation shall have no voting power."

NAME	AMOUNT OF PREFERRED STOCK OWNED.
<u>Jim Lockwell</u>	<u>45</u>
<u>W. M. Auer</u>	<u>22</u>
<u>L. R. Rockwell</u>	<u>46</u>
<u>L. R. Rockwell Trustee</u>	<u>30</u>
<u>J. E. Hornum</u>	<u>1</u>
<u>W. E. Johnson</u>	<u>6</u>
<u>N. A. Duffy</u>	<u>10</u>
<u>Harry Adams</u>	<u>3</u>
<u>Geo. King</u>	<u>11</u>

IN WITNESS WHEREOF, We have hereunto set our hands and caused the corporate seal to be hereunto affixed this Sixth day

of February, 1922.

WOOD RIVER POWER COMPANY

BY Irvin Rockwell
President and Chairman of
Stockholders' Meeting.

E. E. Seising
Secretary of Corporation and
of stockholders' Meeting.

ATTEST:

E. E. Seising

Irvin Rockwell

L. R. Rockwell

Jacob B. Burkum

E. E. Seising
Directors of Wood River Power
Company constituting a majori-
ty of the Board of Directors
thereof.

STATE OF IDAHO)
)
COUNTY OF BLAINE,) ss.

I. E. Rockwell and E. W. Rising each being duly sworn, deposes and says:

That they are respectively the president and secretary of the Wood River Power Company, the corporation mentioned in the foregoing certificate and as such chairman and secretary respectively of the special meeting of the stockholders of said corporation in said certificate referred to; that they have read the foregoing certificate and know the contents thereof and that the same is true of his own knowledge.

I. E. Rockwell
E. W. Rising

Subscribed and sworn to before me this Sixth, day of
February, 1922.

M. W. Angel
Notary Public for the State
of Idaho, residing at Hailey,
Blaine County therein.

CERTIFICATE OF COUNTY RECORDER

STATE OF IDAHO,)
COUNTY OF BLAINE,) ss.

I, Cassie M. Russell, Clerk of the District Court and Ex Officio Auditor and Recorder of the County, do hereby certify that the foregoing duplicate original certificate of amendment of articles of incorporation of the Wood River Power Company is a full, true and correct copy of the original certificate thereof filed in my office on the Sixth day of February., 1922.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this Sixth day of February., 1922.

Cassie M. Russell
Clerk of the District Court
and Ex Officio Auditor and
Recorder of Blaine County,
STATE of IDAHO