

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, **IRA H. MASTERS**, 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

IDAHO COUNTY LIGHT & POWER COOPERATIVE 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 **Twenty-sixth** day of **August** 193 **8**,

original articles of amendment, as provided by Sections 29-145 and 29-146, Idaho Code Annotated, amending Section 6 of the Articles of Incorporation as Amended, providing for the number of members necessary to make a quorum to transact business for the corporation,

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A- 31 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That Section 6, of the Articles of Incorporation as Amended has been changed.

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 **Twenty-sixth** day
of **August**, in the year of our Lord
one thousand nine hundred thirty- **eight**,
and of the Independence of the United States of
America the One Hundred **Sixty-third**.

Secretary of State.

ARTICLES OF AMENDMENT OF ARTICLES OF
INCORPORATION OF
IDAHO COUNTY LIGHT AND POWER COOPERATIVE ASSOCIATION, INC.

We, the undersigned Frank H. Arnzen and M. A. Pierce, respectively the president and secretary of the IDAHO COUNTY LIGHT AND POWER COOPERATIVE ASSOCIATION, INC., a corporation organized under and pursuant to the provisions of Chapter 10 of Title 29, Idaho Code Annotated, 1932, and all laws amendatory thereof and supplemental thereto, do hereby certify that at a Special Meeting of the Members of said Corporation held at the office of Wilbur L. Campbell, in the City of Grangeville, County of Idaho, State of Idaho, on the 25th day of August, 1938, pursuant to waiver of notice of all of the members of the time, place and specific purpose thereof, at which meeting all of the members were present, the following resolutions were unanimously adopted:

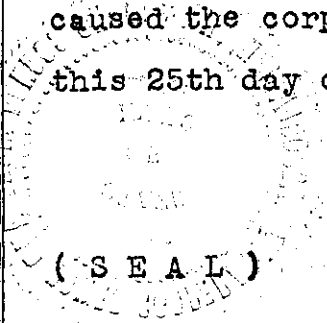
RESOLVED, that Section 6 and 7, Article V, of the articles of incorporation, as amended, be, and the same is hereby amended by repealing Section 7 and changing Section 6 to read as follows:

"Section 6. As long as the total number of members does not exceed one thousand (1,000) at least fifteen per centum (15%) of the total number present in person or represented by proxy shall constitute a quorum for the transaction of business at all meetings of the members, provided at least five per centum (5%) of the total number of members are present in person. In case the total number of members shall exceed one thousand (1,000) then at least one hundred fifty (150) of the members present in person or represented by proxy shall constitute a quorum for the transaction of business at all meetings of the members. If less than a quorum is present at any meeting, a majority of those present in person or represented by proxy may adjourn the meetings from time to time without further notice."

RESOLVED, that the president and secretary of the Cooperative be and they hereby are authorized and directed to make, execute and acknowledge articles of amendment embracing the foregoing resolution and to cause such articles to be filed for record in the manner required by law."

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IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said Corporation to be hereto affixed this 25th day of August, 1938.



Frank H. Arnzen
President

M. A. Pierce
Secretary

ATTEST:

M. A. Pierce
Secretary

STATE OF IDAHO, |
 | ss.
County of Idaho. |

On this 25th day of August, 1938, before me, Wilbur L. Campbell, a Notary Public in and for said county and state aforesaid, personally appeared Frank H. Arnzen and M. A. Pierce, known to me to be the persons whose names are subscribed to the within instrument, and known to me to be the president and secretary respectively of IDAHO COUNTY LIGHT AND POWER COOPERATIVE ASSOCIATION, INC. and acknowledged to me that they executed the same as president and secretary respectively of said Corporation.

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

Wilbur L. Campbell
Notary Public of State of Idaho
Residing at Grangeville, Idaho.

(S E A L)