



## 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 1938,*

*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-51 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.*

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

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

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

21                  "Section 6. As long as the total number  
22                  of members does not exceed one thousand  
23                  (1,000) at least fifteen per centum (15%)  
24                  of the total number present in person or  
25                  represented by proxy shall constitute a  
26                  quorum for the transaction of business  
27                  at all meetings of the members, provided  
28                  at least five per centum (5%) of the  
29                  total number of members are present in  
30                  person. In case the total number of  
31                  members shall exceed one thousand (1,000)  
32                  then at least one hundred fifty (150) of  
33                  the members present in person or repre-  
34                  sented by proxy shall constitute a quorum  
35                  for the transaction of business at all  
36                  meetings of the members. If less than a  
37                  quorum is present at any meeting, a majority  
38                  of those present in person or represented by  
39                  proxy may adjourn the meetings from time to  
40                  time without further notice."

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

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

Frank H. Arnzen  
President

M. A. Pierce  
Secretary

6       (S E A L)

7       ATTEST:

M. A. Pierce  
Secretary

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12       STATE OF IDAHO, I : ss.  
13       County of Idaho. I

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

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

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

26       (S E A L)

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