

State of Idaho

Department of State

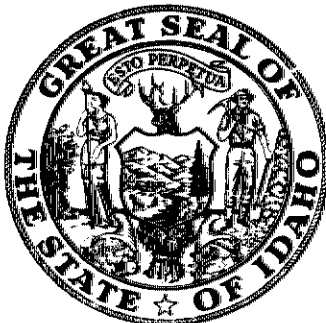
CERTIFICATE OF AMENDMENT OF

EGIN BENCH CANALS, INC.
File Number C 105872

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 EGIN BENCH CANALS, INC. duly executed pursuant to the provisions of the Idaho Business 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: February 28, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
EGIN BENCH CANALS, INC.

FEB 28 8 29 AM '97
SECRETARY OF STATE
IDAHO

BE IT REMEMBERED, That the annual meeting of the stockholders of Egin Bench Canals, Inc., called pursuant to a written notice of the time, place and purpose of said meeting, was held at the principal place of business of said corporation in St. Anthony, Fremont County, Idaho, on Thursday, the 13th day of February, 1997, at 7:00 p.m.; which meeting, as will hereinafter more particularly appear from the affidavit of a Vice-President and the Secretary of said corporation hereto attached, was legally called for the purpose among other things of submitting to the stockholders of said corporation the question of the adoption of the amendments to the Articles of Incorporation hereinafter specified; and at which meeting, at which a quorum was present, 32,104 shares out of the total 90,350 outstanding shares of the capital stock of said corporation were present in person or by proxy; and by the affirmative vote of all of said 32,104 shares, a resolution was passed and adopted, amending the Articles of Incorporation of Egin Bench Canals, Inc. to the end and purpose that a new Article be adopted, the number, and contents of which are as follows:

Article VIII.

Section 1. This Corporation shall at all times be operated on a non-profit basis for the benefit of its stockholders. No interest or dividends shall be paid or payable to the stockholders by the Corporation.

Section 2. In the payment of assessments, which shall be uniform on each share of stock within each class, the business of the Corporation shall be so conducted that only sufficient funds shall be levied and collected from the stockholders as are necessary for the payment of its reasonable and necessary expenses in carrying out the purposes of the Corporation. Should an excess of funds be collected, the same shall, at the discretion of the board of directors of the Corporation be returned to the stockholders on a per share basis within each class of stock, or the Corporation shall reduce the amount of the next assessment on said stock, after taking into account any surplus of

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IDAHO SECRETARY OF STATE
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funds over the Corporation's reasonable needs for normal business purposes, retiring indebtedness, expansion, or maintaining reserves for necessary purposes. The books and records of the Corporation shall be set up and kept in such a manner that at the end of each fiscal year, a record of the amount of surplus funds collected by the Corporation by assessments shall be made.

All such amounts received by the Corporation from its operations in excess of costs and expenses shall, insofar as permitted by law, be used to offset any losses incurred during the current or any prior fiscal year.

Section 3. In the event of dissolution or liquidation of the Corporation, after all outstanding taxes and indebtedness of the Corporation shall have been paid, together with all costs of dissolution or liquidation, all gains from the sale of an appreciated asset, as well as all other assets, including funds of the Corporation, shall be distributed to the persons who are stockholders at the time of dissolution on a per share basis.

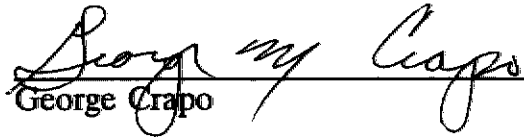
STATE OF IDAHO,)
 ss
County of Madison.)


That George Crapo and Dale Swensen, each being severally duly sworn, deposes and says:

1. That George Crapo is a Vice-President and Dale Swensen is the Secretary-Treasurer of Egin Bench Canals, Inc., a corporation organized and existing under and by virtue of the laws of the State of Idaho; that the foregoing amendments to the Articles of Incorporation of the Egin Bench Canals, Inc. were adopted, pursuant to the by-laws of the corporation, at the annual meeting of the stockholders, at which a quorum was present, by the affirmative vote of 32,104 shares out of the total 90,350 outstanding shares of the capital stock of said corporation, which represented an affirmative vote by all of the shares of capital stock of said corporation, voting in person or by proxy at said meeting, and said annual meeting of the stockholders was held at the office of said corporation in St. Anthony, Fremont County, Idaho, at the hour of 7 o'clock p.m. on the

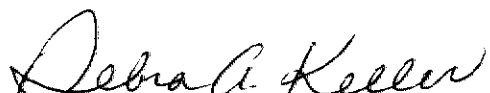
13th day of February, 1997, pursuant to a written notice of the date, place and purpose of said meeting, and it was therefore lawful and in accordance with the statutory and by-law requirements.

2. Further, affiants sayeth naught.


George Crapo


Dale Swensen

SUBSCRIBED AND SWORN to before me this 24th day of February, 1997.


Notary Public for Idaho
Residing at Rexburg, Idaho
My Commission Expires: 11-15-99