



Colorado Secretary of State
 Date and Time: 02/18/2005 03:18 PM
 Entity Id: 19871233228
 Document number: 20051076382

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Articles of Amendment

filed pursuant to §7-90-301, et seq. and §7-130-105 of the Colorado Revised Statutes (C.R.S.)

ID number: 19871233228

1. Entity name:

REDLANDS WATER AND POWER COMPANY

*(If changing the name of the corporation, indicate name
 BEFORE the name change)*

2. New Entity name:
 (if applicable)

3. Use of Restricted Words *(if any of these
 terms are contained in an entity name, true
 name of an entity, trade name or trademark
 stated in this document, make the applicable
 selection):*

- "bank" or "trust" or any derivative thereof
- "credit union" "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

4. Other amendments, if any, are attached.

5. The amendment to the Articles of Incorporation was adopted on 02/15/2005 in the
 manner indicated below *(mark appropriate procedure):* *(mm/dd/yyyy)*

The amendment was adopted by the board of directors or incorporators without member action and member action was not required

OR

The amendment was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group

OR

An approval of the amendment was obtained by some person or persons other than the members, the board of directors, or the incorporators required pursuant to § 7-130-301 C.R.S.

(If the articles of amendment include amendments adopted on a different date or in a different manner, mark this box and include an attachment stating the date and manner of adoption.)

6. If the nonprofit corporation's period
 of duration as amended is less than
 perpetual, state the date on which the
 period of duration expires:

_____ *(mm/dd/yyyy)*

**ARTICLES OF AMENDMENT
OF
REDLANDS WATER AND POWER COMPANY**

The Amended and Restated Articles of Incorporation of Redlands Water and Power Company, a Colorado nonprofit corporation, dated January 12, 1995, as previously amended, are hereby amended as provided in these Articles of Amendment.

1. Article VI, Section 1, is amended to provide as follows:

Section 1. Authorized Shares. The aggregate number of shares, which the Corporation shall have the authority to issue, is 6,000 shares, consisting of:

- a. Five thousand six hundred (5,600) shares of Lift Canal Stock, without par value; and
- b. Four hundred (400) shares of Power Canal Stock, without par value.

2. Article VI, Section 2, is amended to provide as follows:

Section 2. Lift Canal Stock.

- a. Each share of Lift Canal Stock shall entitle the owner thereof to receive one-third (1/3) statute inch of water, or a pro rata share of the water in the Lift Canal System.
- b. Lift Canal Stock shall be issued for the use of water under the Lift Canal System above described and under any extension thereof and additions thereto and shall not be transferred for use under the Power Canal System. Transfer of Lift Canal Stock between different lifts shall be subject to conditions and restrictions set forth in the bylaws.
- c. All Lift Canal Stock currently designated as A, B, E and F shares shall be deemed to be Lift Canal Stock without the need for reissuance of stock certificates. However, upon future reissuance of stock certificates, such certificates shall be reissued as Lift Canal Stock with a designation as to the lift where the water represented by the stock is used.

3. Article VI, Section 3, is amended to provide as follows:

Section 3. Power Canal Stock.

- a. Each share of Power Canal Stock shall entitle the owner thereof to receive one-half ($\frac{1}{2}$) statute inch of water, or a pro rata share of water available for irrigation in the Power Canal System.

- b. Power Canal Stock shall be issued for use of water under the Power Canal System above described and under any extension thereof and any additions thereto and shall not be transferred for use under the Lift Canal System.

- c. All Power Canal Stock currently designated as C or D shares shall be deemed to be Power Canal Stock without the need for reissuance of certificates. However, upon future reissuance of stock certificates, such certificates shall be reissued as Power Canal Stock.

4. Article VIII, Section 1, is amended to provide as follows:

Section 1. General Matters. The voting power shall vest solely in the holders of the capital stock. At every meeting of the stockholders, every holder of capital stock, whether it be Power Canal Stock or Lift Canal Stock, shall be entitled to one (1) vote for each share standing in such stockholder's name on the books of the Corporation.