

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
DRAPER IRRIGATION COMPANY**

Pursuant to Section 16-6a-1005 of the Utah Revised Nonprofit Corporation Act, Draper Irrigation Company has adopted the Amended and Restated Articles of Incorporation attached hereto.

The name of the nonprofit corporation is Draper Irrigation Company.

The text of the amendments adopted is incorporated in the Amended and Restated Articles of Incorporation attached hereto. The Amended and Restated Articles of Incorporation attached hereto are complete and supersede all articles of incorporation and amendments adopted prior to the date thereof.

The Amended and Restated Articles of Incorporation were approved by Draper Irrigation Company's board of Directors and then submitted to the stockholders for adoption. The stockholders adopted the Amended and Restated Articles of Incorporation at the annual meeting held on May 15, 2001, by a vote of 2,952 in favor, 30 opposed, and 2 abstaining, which was sufficient for approval.

The undersigned affirms that the facts stated herein are true.

DRAPER IRRIGATION COMPANY

/s/

Tom Flowers, President