

**ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION OF
BLACK ROCK UTILITIES, INC.**

THE UNDERSIGNED, Black Rock Homeowners' Association, Inc., constituting the sole Member of Black Rock Utilities, Inc. (hereafter "the Corporation"), together with the three (3) Directors of the Corporation, pursuant to the authority set forth herein, hereby amend the Corporation's Articles of Incorporation (filed with the Secretary of State on April 23, 2001 as C138712) as follows:

1. **Authority for Amendment to Articles of Incorporation.** The Articles of Incorporation of the Corporation (filed April 23, 2001) at Article V provide:

The Corporation shall have one class of Membership. The Sole Member shall be the Black Rock Homeowners' Association. The Corporation shall issue no stock and shall have no shareholders.

The Articles of Incorporation of the Corporation provide at Article 6.1 for an initial Board of Directors consisting of three (3) Directors. The current duly-elected Board of Directors of the Corporation consists of the following individuals: Phil Hinrichs (President), Cliff Findlay (Secretary), and Andy Smith (Treasurer).

Article VII of the Articles of Incorporation of the Corporation provides:

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation pursuant to the provisions for such amendment set forth in the Bylaws of the Corporation.

Article 11.1 of the Bylaws of Black Rock Utilities, Inc. (adopted July 30, 2001) provides that the Bylaws "may be amended at any time and in any manner by the vote or written consent of the Member," which is defined in the Bylaws, consistent with the Articles, to consist of Black Rock Homeowners' Association, Inc.

These Articles of Amendment have been adopted by the Black Rock Homeowners' Association, Inc. (the sole Member of the Corporation), through its duly-elected Board of Directors, and by the Board of Directors of the Corporation.

2. **Amendment to Article 6.1 of the Corporation's Articles of Incorporation.**

(A) **Current Text of Article 6.1.** Article 6.1 of the Corporation's Articles of Incorporation currently provides:

Number of Directors. The initial Board of Directors of this Corporation shall consist of three (3) directors. Thereafter, the number of Directors may be increased, but not decreased, in accordance with the Bylaws of the Corporation.

(B) Amendment to Article 6.1. Article 6.1 of the Corporation's Articles in the Corporation is hereby amended to read as follows:

Number, Qualification and Term of Directors. The Board of Directors shall initially consist of three (3) Directors. Two (2) of said Directors shall be appointed by the Board of Directors of the Black Rock Homeowner's Association. One (1) of the three (3) Directors shall be appointed by Rock Creek Idaho Holdings, LLC, an Idaho limited liability company (hereafter "RCI"), or, at RCI's election, by the Rock Creek Homeowners' Association. The term of each Board position shall be for two (2) years. BRU includes within its service area those lots created by the Black Rock PUD and any amendments thereto. Pursuant to a certain "Annexation and Utilities Services Agreement" of March 10, 2015, between Black Rock Utilities, Inc. and RCI, as amended, BRU's service area also includes the Rock Creek PUD. At such point in time as forty percent (40%) of the active hook-ups of BRU consists of hook-ups within the Rock Creek PUD, then the BRU Board of Directors shall be expanded to consist of five (5) Directors. Upon expansion of the BRU Board of Directors to five (5) Directors, then three (3) of the Directors shall be appointed by the Black Rock Homeowners' Association, Inc. and two (2) of the Directors shall be appointed by RCI or, at its election, by the Rock Creek Homeowners' Association. Notwithstanding any other term or provision in these Articles or the Black Rock Utilities, Inc. Bylaws, or any amendments thereto, the terms of this Section 5.2 may not be amended without RCI's expressed written consent.

IN WITNESS WHEREOF, Black Rock Homeowners' Association, Inc., by and through its President, and Black Rock Utilities, Inc., by and through its Board, hereby acknowledge and adopt the foregoing Articles of Amendment to the Articles of Incorporation of Black Rock Utilities, Inc., effective January 20, 2020.

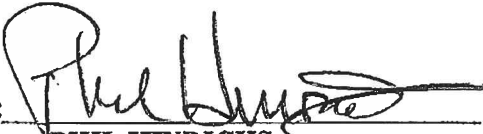
Dated this 20 day of January, 2020.

**BLACK ROCK HOMEOWNERS'
ASSOCIATION, INC.**
(Sole Member of Black Rock Utilities, Inc.)

By: 
RODNEY WOODS
President

Dated this 20 day of January, 2020.

BLACK ROCK UTILITIES, INC.

By: 
PHIL HINRICHS
President/Director

Dated this ____ day of January, 2020.

BLACK ROCK UTILITIES, INC.

By: _____
CLIFF FINDLAY
Secretary/Director

Dated this ____ day of January, 2020.

BLACK ROCK UTILITIES, INC.

By: _____
ANDY SMITH
Treasurer/Director

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Dated this ____ day of January, 2020.

BLACK ROCK UTILITIES, INC.

By: _____
PHIL HINRICHS
President/Director

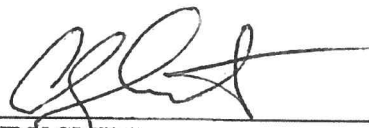
Dated this ____ day of January, 2020.

BLACK ROCK UTILITIES, INC.

By: _____
CLIFF FINDLAY
Secretary/Director

Dated this 13th day of January, 2020.

BLACK ROCK UTILITIES, INC.

By: _____

ANDY SMITH
Treasurer/Director

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Dated this ____ day of January, 2020.

BLACK ROCK UTILITIES, INC.

By: _____
PHIL HENRICHES
President/Director

Dated this 23rd day of January, 2020.

BLACK ROCK UTILITIES, INC.

By: _____
CLIFF FINDLAY
Secretary/Director

Dated this 13th day of January, 2020.

BLACK ROCK UTILITIES, INC.

By: _____
ANDY SMITH
Treasurer/Director

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