



RECEIVED

Apr 23, 2024

DEPARTMENT OF
WATER RESOURCES

chardesty@amalsugar.com
(208) 383-6652

April 23, 2024

VIA E-MAIL
(file@idwr.idaho.gov)

Idaho Department of Water Resources
322 East Front St. STE 648
Boise, ID 83702-7371

RE: Declaration of Name Change by Statutory Conversion

To Whom It May Concern,

Attached please find Amalgamated Sugar Company's Declaration of Name Change by Statutory Conversion recorded in various counties in which Amalgamated Sugar Company owns water rights. Please allow this declaration to reflect a name change from The Amalgamated Sugar Company LLC to Amalgamated Sugar Company for the following water rights: WR 29-14014 (Power County); WR 35-13990 (Power County); WR 36-4086 (Jerome County); WR 36-8364 (Minidoka County); WR 36-13010 (Minidoka County); WR 36-13012 (Minidoka County); WR 36-13013 (Minidoka County); WR 36-13014 (Minidoka County); WR 45-13580 (Cassia County); and WR 47-12976 (Twin Falls County).

If you have any questions or concerns regarding this matter, please do not hesitate to contact my office.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Christina W. Hardesty'.

Christina Hardesty,
General Counsel & Secretary

cc: Dean DeLorey

SUPPORT DATA

IN FILE # 29-14014

Instrument # 218910

POWER COUNTY, IDAHO

09-28-2021 03:35:51 PM No. of Pages: 10

Recorded for: PARSONS BEHLE & LATIMER - BOIS

SHAREE SPRAGUE Fee: \$37.00

Ex-Officio Recorder Deputy: Flor Cardona

Electronically Recorded by Simplifile

WHEN RECORDED, RETURN TO:

Parsons Behle & Latimer
800 West Main Street, Suite 1300
Boise, Idaho 83702
Attention: Jason R. Mau

*Space Above for County Recorder's Use***DECLARATION OF NAME CHANGE BY STATUTORY CONVERSION**

[Amalgamated Sugar Company, an Oregon cooperative corporation]

Amalgamated Sugar Company, an Oregon cooperative corporation (as successor-by-conversion to The Amalgamated Sugar Company LLC, a Delaware limited liability company) ("**Amalgamated**") makes the following declarations:

1. Amalgamated is the sole owner of the real property located in Power County, Idaho ("**Property**").

2. As permitted by and in accordance with all requirements of applicable law and Amalgamated's governing documents, on August 31, 2021, The Amalgamated Sugar Company LLC entered into an Articles of Conversion ("**Articles**"), wherein Amalgamated is the resulting successor entity in connection with the conversion of The Amalgamated Sugar Company LLC, a Delaware limited liability company, into Amalgamated Sugar Company, an Oregon cooperative corporation. A copy of the Articles was filed with the Oregon Secretary of State on August 24, 2021, effective August 31, 2021. A copy of the Articles filed with the Oregon Secretary of State is attached as **Exhibit A**.

3. It is the intention of Amalgamated, in every respect, that the record owner of the Property be properly listed, indexed, and shown in the official records of the Power County Recorder's Office solely in the name of "Amalgamated Sugar Company, an Oregon cooperative corporation."

DATED: September 27, 2021.

[SIGNATURE PAGE FOLLOWS]

AMALGAMATED:

AMALGAMATED SUGAR COMPANY,
an Oregon cooperative corporation
(as successor-by-conversion to The Amalgamated Sugar
Company LLC, a Delaware limited liability company)

By: 
Name: Craig Hanks
Its: CFO, Treasurer and Secretary

ACKNOWLEDGEMENT OF AMALGAMATED

STATE OF IDAHO)
): ss.
COUNTY OF ADA)

The foregoing instrument was acknowledged before me this 27th day of
September, 2021, by Craig Hanks, the CFO, Treasurer and Secretary of Amalgamated Sugar
Company, an Oregon cooperative corporation.




NOTARY PUBLIC
Residing at: Ada
My Commission No.: 20213084
My Commission Expires: 06-25-2027

EXHIBIT A



55116389-22499975

Registry No. 551163-89

AMALGAMATED SUGAR COMPANY

CNV

ARTICLES OF CONVERSION
of
THE AMALGAMATED SUGAR COMPANY LLC, a Delaware limited liability company
to
AMALGAMATED SUGAR COMPANY, an Oregon cooperative corporation

Pursuant to the provisions of Sections 62.605 through 62.613 of the Oregon Cooperative Corporation Act (the "OCCA"), the undersigned hereby executes the following Articles of Conversion:

1. Prior to the conversion, the name of the converting entity is "The Amalgamated Sugar Company LLC", and it is a Delaware limited liability company (the "**Converting Entity**").

2. After the conversion, the name of the converted entity will be "Amalgamated Sugar Company", and it will be an Oregon cooperative corporation (the "**Converted Entity**").

3. The address of the Converted Entity where the Plan of Conversion is on file is:

Amalgamated Sugar Company
1951 S. Saturn Way, Suite 100
Boise, Idaho 83709

The Converted Entity will provide any member or shareholder of the Converted Entity with a copy of the Plan of Conversion upon request and at no cost.

4. The articles of incorporation of the Converted Entity (the "**Articles of Incorporation**") are attached hereto as Exhibit A.

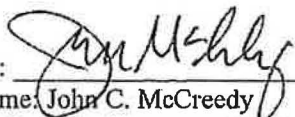
5. These Articles of Conversion, and the conversion effected hereby, shall be effective as of August 31, 2021.

[Signature page follows]

EXECUTED effective as of August 31, 2021.

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

THE AMALGAMATED SUGAR COMPANY LLC,
a Delaware limited liability company

By: 

Name: John C. McCreedy

Its: President and Chief Executive Officer

EXHIBIT A

ARTICLES OF INCORPORATION

[See attached]

**ARTICLES OF INCORPORATION
OF
AMALGAMATED SUGAR COMPANY**

Effective as of August 31, 2021, the Articles of Incorporation (these “Articles”) of Amalgamated Sugar Company (the “Cooperative”), are as follows:

**ARTICLE I
NAME**

The name of the Cooperative is Amalgamated Sugar Company.

**ARTICLE II
PURPOSE**

The purpose of the Cooperative is to engage in any lawful activity for which cooperatives may be organized under the Oregon Cooperative Corporation Act (the “Act”).

**ARTICLE III
POWERS**

The Cooperative shall have the authority to exercise all powers, privileges and rights conferred on cooperatives by the laws of the State of Oregon, including the privileges and rights conferred on cooperatives under the Act.

**ARTICLE IV
MEMBERSHIP AND CAPITAL STOCK**

Section 4.1 Authorized Capital Stock. This Cooperative is organized with capital stock. The authorized capital stock of this Cooperative consists of one (1) share of common stock with no par value. Except as may be limited by applicable law, these Articles or the bylaws of the Cooperative (the “Bylaws”), the board of directors of this Cooperative (the “Board of Directors”) has the authority and power to establish and issue one or more than one series of shares within a class, to set forth the designation of series of such shares, to fix the relative rights, preferences, privileges and limitations of each series of shares; and to establish and maintain such capital reserve, nonstock revolving capital, unit retains, and other types of equity credits as further provided in these Articles and the Bylaws.

Section 4.2 Membership and Common Stock. Membership in this Cooperative is restricted to the holders of the common stock of this Cooperative, and each member of this Cooperative must hold at least one share of common stock.

**ARTICLE V
LIQUIDATION**

In the event of any dissolution, liquidation or winding up of this Cooperative, whether voluntary or involuntary, all debts and liabilities of this Cooperative shall be paid first according to their respective priorities. The remaining assets shall then be paid to the holders of common

stock to the extent of their interests therein and any excess shall be paid to the patrons of this Cooperative on the basis of their past patronage. The Bylaws may provide more particularly for the allocation among the members and nonmember patrons of this Cooperative of the consideration received in any merger or consolidation to which this Cooperative is a party.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the registered office of the Cooperative is 780 Commercial Street SE, Suite 100, Salem, Oregon, 97301. The name of the registered agent of the Cooperative at such address is C T Corporation System.

ARTICLE VII PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The mailing address of this Cooperative to which the Secretary of State of the State of Oregon may mail notices, as required by the Act, is 780 Commercial Street SE, Suite 100, Salem, Oregon, 97301. The principal place of business of the Cooperative is 1951 S. Saturn Way, Suite 100, Boise, ID 83709.

ARTICLE VIII BOARD OF DIRECTORS

The business and affairs of the Cooperative shall be managed by the Board of Directors. The Board of Directors shall consist of such number of directors as shall be fixed in the manner provided in the Bylaws; provided, however, that the initial Board of Directors shall consist of one (1) director.

ARTICLE IX LIMITATION OF LIABILITY

A member of the Board of Directors shall not be individually liable to the Cooperative or its members for monetary damages for conduct as a director, provided that this provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this provision becomes effective and this provision shall not eliminate or limit the liability of a director for: (a) any breach of the director's duty of loyalty to the Cooperative or its members or shareholders; (b) acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law; or (c) any transaction from which the director derived an improper personal benefit. If the laws of the State of Oregon are amended to authorize Cooperative action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Cooperative shall be eliminated or limited to the fullest extent permitted by such laws as so amended. Any repeal or modification of the foregoing by the members of the Cooperative shall not adversely affect any right or protection of a director or officer of the Cooperative existing at the time of such repeal or modification.

ARTICLE X AMENDMENTS

These Articles may be amended in the manner provided by law, as may be amended from time to time.

* * * * *

551163-89

EXECUTED effective as of August 31, 2021.

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

AMALGAMATED SUGAR COMPANY

By: Michael D. Garner
Name: Michael D. Garner
Title: Chairman

By: John C. McCreedy
Name: John C. McCreedy
Title: President and Chief Executive Officer

WHEN RECORDED, RETURN TO:

Parsons Behle & Latimer
800 West Main Street, Suite 1300
Boise, Idaho 83702
Attention: Jason R. Mau

Instrument # 2215800

JEROME COUNTY, JEROME, IDAHO
09-28-2021 03:17:51 PM No. of Pages: 10
Recorded for: PARSONS BEHLE & LATIMER - BOISE
MICHELLE EMERSON Fee: \$37.00
Ex-Officio Recorder Deputy: jw
Electronically Recorded by Simplifile

Space Above for County Recorder's Use

DECLARATION OF NAME CHANGE BY STATUTORY CONVERSION

[Amalgamated Sugar Company, an Oregon cooperative corporation]

Amalgamated Sugar Company, an Oregon cooperative corporation (as successor-by-conversion to The Amalgamated Sugar Company LLC, a Delaware limited liability company) ("**Amalgamated**") makes the following declarations:

1. Amalgamated is the sole owner of the real property located in Jerome County, Idaho ("**Property**").

2. As permitted by and in accordance with all requirements of applicable law and Amalgamated's governing documents, on August 31, 2021, The Amalgamated Sugar Company LLC entered into an Articles of Conversion ("**Articles**"), wherein Amalgamated is the resulting successor entity in connection with the conversion of The Amalgamated Sugar Company LLC, a Delaware limited liability company, into Amalgamated Sugar Company, an Oregon cooperative corporation. A copy of the Articles was filed with the Oregon Secretary of State on August 24, 2021, effective August 31, 2021. A copy of the Articles filed with the Oregon Secretary of State is attached as **Exhibit A**.

3. It is the intention of Amalgamated, in every respect, that the record owner of the Property be properly listed, indexed, and shown in the official records of the Jerome County Recorder's Office solely in the name of "Amalgamated Sugar Company, an Oregon cooperative corporation."

DATED: September 27, 2021.

[SIGNATURE PAGE FOLLOWS]

AMALGAMATED:

AMALGAMATED SUGAR COMPANY,
an Oregon cooperative corporation
(as successor-by-conversion to The Amalgamated Sugar
Company LLC, a Delaware limited liability company)

By: 
Name: Craig Hanks
Its: CFO, Treasurer and Secretary

ACKNOWLEDGEMENT OF AMALGAMATED

STATE OF IDAHO)
): ss.
COUNTY OF ADA)

The foregoing instrument was acknowledged before me this 27th day of
September, 2021, by Craig Hanks, the CFO, Treasurer and Secretary of Amalgamated Sugar
Company, an Oregon cooperative corporation.



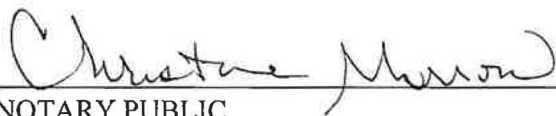

NOTARY PUBLIC
Residing at: Ada
My Commission No.: 20213084
My Commission Expires: 06-25-2027

EXHIBIT A



55116389-22499975

Registry No. 551163-89

AMALGAMATED SUGAR COMPANY

CNV

ARTICLES OF CONVERSION
of
THE AMALGAMATED SUGAR COMPANY LLC, a Delaware limited liability company
to
AMALGAMATED SUGAR COMPANY, an Oregon cooperative corporation

Pursuant to the provisions of Sections 62.605 through 62.613 of the Oregon Cooperative Corporation Act (the "OCCA"), the undersigned hereby executes the following Articles of Conversion:

1. Prior to the conversion, the name of the converting entity is "The Amalgamated Sugar Company LLC", and it is a Delaware limited liability company (the "**Converting Entity**").
2. After the conversion, the name of the converted entity will be "Amalgamated Sugar Company", and it will be an Oregon cooperative corporation (the "**Converted Entity**").
3. The address of the Converted Entity where the Plan of Conversion is on file is:

Amalgamated Sugar Company
1951 S. Saturn Way, Suite 100
Boise, Idaho 83709

The Converted Entity will provide any member or shareholder of the Converted Entity with a copy of the Plan of Conversion upon request and at no cost.

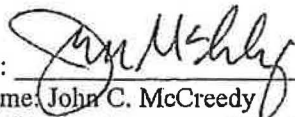
4. The articles of incorporation of the Converted Entity (the "**Articles of Incorporation**") are attached hereto as Exhibit A.
5. These Articles of Conversion, and the conversion effected hereby, shall be effective as of August 31, 2021.

[Signature page follows]

EXECUTED effective as of August 31, 2021.

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

THE AMALGAMATED SUGAR COMPANY LLC,
a Delaware limited liability company

By: 

Name: John C. McCreedy

Its: President and Chief Executive Officer

EXHIBIT A

ARTICLES OF INCORPORATION

[See attached]

**ARTICLES OF INCORPORATION
OF
AMALGAMATED SUGAR COMPANY**

Effective as of August 31, 2021, the Articles of Incorporation (these “Articles”) of Amalgamated Sugar Company (the “Cooperative”), are as follows:

**ARTICLE I
NAME**

The name of the Cooperative is Amalgamated Sugar Company.

**ARTICLE II
PURPOSE**

The purpose of the Cooperative is to engage in any lawful activity for which cooperatives may be organized under the Oregon Cooperative Corporation Act (the “Act”).

**ARTICLE III
POWERS**

The Cooperative shall have the authority to exercise all powers, privileges and rights conferred on cooperatives by the laws of the State of Oregon, including the privileges and rights conferred on cooperatives under the Act.

**ARTICLE IV
MEMBERSHIP AND CAPITAL STOCK**

Section 4.1 Authorized Capital Stock. This Cooperative is organized with capital stock. The authorized capital stock of this Cooperative consists of one (1) share of common stock with no par value. Except as may be limited by applicable law, these Articles or the bylaws of the Cooperative (the “Bylaws”), the board of directors of this Cooperative (the “Board of Directors”) has the authority and power to establish and issue one or more than one series of shares within a class, to set forth the designation of series of such shares, to fix the relative rights, preferences, privileges and limitations of each series of shares; and to establish and maintain such capital reserve, nonstock revolving capital, unit retains, and other types of equity credits as further provided in these Articles and the Bylaws.

Section 4.2 Membership and Common Stock. Membership in this Cooperative is restricted to the holders of the common stock of this Cooperative, and each member of this Cooperative must hold at least one share of common stock.

**ARTICLE V
LIQUIDATION**

In the event of any dissolution, liquidation or winding up of this Cooperative, whether voluntary or involuntary, all debts and liabilities of this Cooperative shall be paid first according to their respective priorities. The remaining assets shall then be paid to the holders of common

stock to the extent of their interests therein and any excess shall be paid to the patrons of this Cooperative on the basis of their past patronage. The Bylaws may provide more particularly for the allocation among the members and nonmember patrons of this Cooperative of the consideration received in any merger or consolidation to which this Cooperative is a party.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the registered office of the Cooperative is 780 Commercial Street SE, Suite 100, Salem, Oregon, 97301. The name of the registered agent of the Cooperative at such address is C T Corporation System.

ARTICLE VII PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The mailing address of this Cooperative to which the Secretary of State of the State of Oregon may mail notices, as required by the Act, is 780 Commercial Street SE, Suite 100, Salem, Oregon, 97301. The principal place of business of the Cooperative is 1951 S. Saturn Way, Suite 100, Boise, ID 83709.

ARTICLE VIII BOARD OF DIRECTORS

The business and affairs of the Cooperative shall be managed by the Board of Directors. The Board of Directors shall consist of such number of directors as shall be fixed in the manner provided in the Bylaws; provided, however, that the initial Board of Directors shall consist of one (1) director.

ARTICLE IX LIMITATION OF LIABILITY

A member of the Board of Directors shall not be individually liable to the Cooperative or its members for monetary damages for conduct as a director, provided that this provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this provision becomes effective and this provision shall not eliminate or limit the liability of a director for: (a) any breach of the director's duty of loyalty to the Cooperative or its members or shareholders; (b) acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law; or (c) any transaction from which the director derived an improper personal benefit. If the laws of the State of Oregon are amended to authorize Cooperative action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Cooperative shall be eliminated or limited to the fullest extent permitted by such laws as so amended. Any repeal or modification of the foregoing by the members of the Cooperative shall not adversely affect any right or protection of a director or officer of the Cooperative existing at the time of such repeal or modification.

**ARTICLE X
AMENDMENTS**

These Articles may be amended in the manner provided by law, as may be amended from time to time.

* * * * *

551163-89

EXECUTED effective as of August 31, 2021.

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

AMALGAMATED SUGAR COMPANY

By: Michael D. Garner
Name: Michael D. Garner
Title: Chairman

By: John C. McCreedy
Name: John C. McCreedy
Title: President and Chief Executive Officer

WHEN RECORDED, RETURN TO:

Parsons Behle & Latimer
800 West Main Street, Suite 1300
Boise, Idaho 83702
Attention: Jason R. Mau

Space Above for County Recorder's Use

DECLARATION OF NAME CHANGE BY STATUTORY CONVERSION

[Amalgamated Sugar Company, an Oregon cooperative corporation]

Amalgamated Sugar Company, an Oregon cooperative corporation (as successor-by-conversion to The Amalgamated Sugar Company LLC, a Delaware limited liability company) ("**Amalgamated**") makes the following declarations:

1. Amalgamated is the sole owner of multiple parcels of real property located in Minidoka County, Idaho ("**Property**").

2. As permitted by and in accordance with all requirements of applicable law and Amalgamated's governing documents, on August 31, 2021, The Amalgamated Sugar Company LLC entered into an Articles of Conversion ("**Articles**"), wherein Amalgamated is the resulting successor entity in connection with the conversion of The Amalgamated Sugar Company LLC, a Delaware limited liability company, into Amalgamated Sugar Company, an Oregon cooperative corporation. A copy of the Articles was filed with the Oregon Secretary of State on August 24, 2021, effective August 31, 2021. A copy of the Articles filed with the Oregon Secretary of State is attached as **Exhibit A**.

3. It is the intention of Amalgamated, in every respect, that the record owner of Property be properly listed, indexed, and shown in the official records of the Minidoka County Recorder's Office solely in the name of "Amalgamated Sugar Company, an Oregon cooperative corporation."

DATED: September 27, 2021.

[SIGNATURE PAGE FOLLOWS]

AMALGAMATED SUGAR COMPANY.

By:

Name: Craig Hanks

Its: CFO, Treasurer and Secretary

STATE OF IDAHO)

$$): \text{ SS.}$$

COUNTY OF ADA)

Christine Maxon
NOTARY PUBLIC

Residing at: Ada

My Commission No.: 26213084

My Commission Expires: 06-25-2027



EXHIBIT A



55116389-22499975

Registry No. 551163-89

AMALGAMATED SUGAR COMPANY

CNV

ARTICLES OF CONVERSION
of
THE AMALGAMATED SUGAR COMPANY LLC, a Delaware limited liability company
to
AMALGAMATED SUGAR COMPANY, an Oregon cooperative corporation

Pursuant to the provisions of Sections 62.605 through 62.613 of the Oregon Cooperative Corporation Act (the "OCCA"), the undersigned hereby executes the following Articles of Conversion:

1. Prior to the conversion, the name of the converting entity is "The Amalgamated Sugar Company LLC", and it is a Delaware limited liability company (the "**Converting Entity**").
2. After the conversion, the name of the converted entity will be "Amalgamated Sugar Company", and it will be an Oregon cooperative corporation (the "**Converted Entity**").
3. The address of the Converted Entity where the Plan of Conversion is on file is:

Amalgamated Sugar Company
1951 S. Saturn Way, Suite 100
Boise, Idaho 83709

The Converted Entity will provide any member or shareholder of the Converted Entity with a copy of the Plan of Conversion upon request and at no cost.

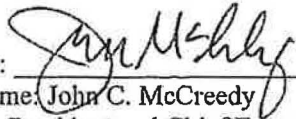
4. The articles of incorporation of the Converted Entity (the "**Articles of Incorporation**") are attached hereto as Exhibit A.
5. These Articles of Conversion, and the conversion effected hereby, shall be effective as of August 31, 2021.

[Signature page follows]

EXECUTED effective as of August 31, 2021.

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

THE AMALGAMATED SUGAR COMPANY LLC,
a Delaware limited liability company

By: 

Name: John C. McCreedy

Its: President and Chief Executive Officer

EXHIBIT A

ARTICLES OF INCORPORATION

[See attached]

**ARTICLES OF INCORPORATION
OF
AMALGAMATED SUGAR COMPANY**

Effective as of August 31, 2021, the Articles of Incorporation (these “Articles”) of Amalgamated Sugar Company (the “Cooperative”), are as follows:

**ARTICLE I
NAME**

The name of the Cooperative is Amalgamated Sugar Company.

**ARTICLE II
PURPOSE**

The purpose of the Cooperative is to engage in any lawful activity for which cooperatives may be organized under the Oregon Cooperative Corporation Act (the “Act”).

**ARTICLE III
POWERS**

The Cooperative shall have the authority to exercise all powers, privileges and rights conferred on cooperatives by the laws of the State of Oregon, including the privileges and rights conferred on cooperatives under the Act.

**ARTICLE IV
MEMBERSHIP AND CAPITAL STOCK**

Section 4.1 Authorized Capital Stock. This Cooperative is organized with capital stock. The authorized capital stock of this Cooperative consists of one (1) share of common stock with no par value. Except as may be limited by applicable law, these Articles or the bylaws of the Cooperative (the “Bylaws”), the board of directors of this Cooperative (the “Board of Directors”) has the authority and power to establish and issue one or more than one series of shares within a class, to set forth the designation of series of such shares, to fix the relative rights, preferences, privileges and limitations of each series of shares; and to establish and maintain such capital reserve, nonstock revolving capital, unit retains, and other types of equity credits as further provided in these Articles and the Bylaws.

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LIQUIDATION**

In the event of any dissolution, liquidation or winding up of this Cooperative, whether voluntary or involuntary, all debts and liabilities of this Cooperative shall be paid first according to their respective priorities. The remaining assets shall then be paid to the holders of common

stock to the extent of their interests therein and any excess shall be paid to the patrons of this Cooperative on the basis of their past patronage. The Bylaws may provide more particularly for the allocation among the members and nonmember patrons of this Cooperative of the consideration received in any merger or consolidation to which this Cooperative is a party.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the registered office of the Cooperative is 780 Commercial Street SE, Suite 100, Salem, Oregon, 97301. The name of the registered agent of the Cooperative at such address is C T Corporation System.

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The mailing address of this Cooperative to which the Secretary of State of the State of Oregon may mail notices, as required by the Act, is 780 Commercial Street SE, Suite 100, Salem, Oregon, 97301. The principal place of business of the Cooperative is 1951 S. Saturn Way, Suite 100, Boise, ID 83709.

ARTICLE VIII BOARD OF DIRECTORS

The business and affairs of the Cooperative shall be managed by the Board of Directors. The Board of Directors shall consist of such number of directors as shall be fixed in the manner provided in the Bylaws; provided, however, that the initial Board of Directors shall consist of one (1) director.

ARTICLE IX LIMITATION OF LIABILITY

A member of the Board of Directors shall not be individually liable to the Cooperative or its members for monetary damages for conduct as a director, provided that this provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this provision becomes effective and this provision shall not eliminate or limit the liability of a director for: (a) any breach of the director's duty of loyalty to the Cooperative or its members or shareholders; (b) acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law; or (c) any transaction from which the director derived an improper personal benefit. If the laws of the State of Oregon are amended to authorize Cooperative action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Cooperative shall be eliminated or limited to the fullest extent permitted by such laws as so amended. Any repeal or modification of the foregoing by the members of the Cooperative shall not adversely affect any right or protection of a director or officer of the Cooperative existing at the time of such repeal or modification.

ARTICLE X AMENDMENTS

These Articles may be amended in the manner provided by law, as may be amended from time to time.

* * * * *

551163-89

EXECUTED effective as of August 31, 2021.

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

AMALGAMATED SUGAR COMPANY

By: Michael D. Garner
Name: Michael D. Garner
Title: Chairman

By: John C. McCreedy
Name: John C. McCreedy
Title: President and Chief Executive Officer

WHEN RECORDED, RETURN TO:

Parsons Behle & Latimer
800 West Main Street, Suite 1300
Boise, Idaho 83702
Attention: Jason R. Mau

Space Above for County Recorder's Use

DECLARATION OF NAME CHANGE BY STATUTORY CONVERSION

[Amalgamated Sugar Company, an Oregon cooperative corporation]

Amalgamated Sugar Company, an Oregon cooperative corporation (as successor-by-conversion to The Amalgamated Sugar Company LLC, a Delaware limited liability company) ("**Amalgamated**") makes the following declarations:

1. Amalgamated is the sole owner of the real property located in Cassia County, Idaho ("**Property**").

2. As permitted by and in accordance with all requirements of applicable law and Amalgamated's governing documents, on August 31, 2021, The Amalgamated Sugar Company LLC entered into an Articles of Conversion ("**Articles**"), wherein Amalgamated is the resulting successor entity in connection with the conversion of The Amalgamated Sugar Company LLC, a Delaware limited liability company, into Amalgamated Sugar Company, an Oregon cooperative corporation. A copy of the Articles was filed with the Oregon Secretary of State on August 24, 2021, effective August 31, 2021. A copy of the Articles filed with the Oregon Secretary of State is attached as **Exhibit A**.

3. It is the intention of Amalgamated, in every respect, that the record owner of the Property be properly listed, indexed, and shown in the official records of the Cassia County Recorder's Office solely in the name of "Amalgamated Sugar Company, an Oregon cooperative corporation."

DATED: September 27, 2021.

[SIGNATURE PAGE FOLLOWS]

AMALGAMATED:

AMALGAMATED SUGAR COMPANY,
an Oregon cooperative corporation
(as successor-by-conversion to The Amalgamated Sugar
Company LLC, a Delaware limited liability company)

By: 
Name: Craig Hanks
Its: CFO, Treasurer and Secretary

ACKNOWLEDGEMENT OF AMALGAMATED

STATE OF IDAHO)
): ss.
COUNTY OF ADA)

The foregoing instrument was acknowledged before me this 27th day of
September, 2021, by Craig Hanks, the CFO, Treasurer and Secretary of Amalgamated Sugar
Company, an Oregon cooperative corporation.




NOTARY PUBLIC
Residing at: Ada
My Commission No.: 20213084
My Commission Expires: 06-25-2027

EXHIBIT A



55116389-22499975

Registry No. 551163-89

AMALGAMATED SUGAR COMPANY

CNV

ARTICLES OF CONVERSION
of
THE AMALGAMATED SUGAR COMPANY LLC, a Delaware limited liability company
to
AMALGAMATED SUGAR COMPANY, an Oregon cooperative corporation

Pursuant to the provisions of Sections 62.605 through 62.613 of the Oregon Cooperative Corporation Act (the "OCCA"), the undersigned hereby executes the following Articles of Conversion:

1. Prior to the conversion, the name of the converting entity is "The Amalgamated Sugar Company LLC", and it is a Delaware limited liability company (the "Converting Entity").
2. After the conversion, the name of the converted entity will be "Amalgamated Sugar Company", and it will be an Oregon cooperative corporation (the "Converted Entity").
3. The address of the Converted Entity where the Plan of Conversion is on file is:

Amalgamated Sugar Company
1951 S. Saturn Way, Suite 100
Boise, Idaho 83709

The Converted Entity will provide any member or shareholder of the Converted Entity with a copy of the Plan of Conversion upon request and at no cost.

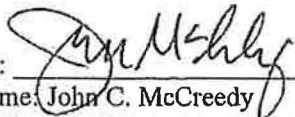
4. The articles of incorporation of the Converted Entity (the "Articles of Incorporation") are attached hereto as Exhibit A.
5. These Articles of Conversion, and the conversion effected hereby, shall be effective as of August 31, 2021.

[Signature page follows]

EXECUTED effective as of August 31, 2021.

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

THE AMALGAMATED SUGAR COMPANY LLC,
a Delaware limited liability company

By: 

Name: John C. McCreedy

Its: President and Chief Executive Officer

EXHIBIT A

ARTICLES OF INCORPORATION

[See attached]

**ARTICLES OF INCORPORATION
OF
AMALGAMATED SUGAR COMPANY**

Effective as of August 31, 2021, the Articles of Incorporation (these “Articles”) of Amalgamated Sugar Company (the “Cooperative”), are as follows:

**ARTICLE I
NAME**

The name of the Cooperative is Amalgamated Sugar Company.

**ARTICLE II
PURPOSE**

The purpose of the Cooperative is to engage in any lawful activity for which cooperatives may be organized under the Oregon Cooperative Corporation Act (the “Act”).

**ARTICLE III
POWERS**

The Cooperative shall have the authority to exercise all powers, privileges and rights conferred on cooperatives by the laws of the State of Oregon, including the privileges and rights conferred on cooperatives under the Act.

**ARTICLE IV
MEMBERSHIP AND CAPITAL STOCK**

Section 4.1 Authorized Capital Stock. This Cooperative is organized with capital stock. The authorized capital stock of this Cooperative consists of one (1) share of common stock with no par value. Except as may be limited by applicable law, these Articles or the bylaws of the Cooperative (the “Bylaws”), the board of directors of this Cooperative (the “Board of Directors”) has the authority and power to establish and issue one or more than one series of shares within a class, to set forth the designation of series of such shares, to fix the relative rights, preferences, privileges and limitations of each series of shares; and to establish and maintain such capital reserve, nonstock revolving capital, unit retains, and other types of equity credits as further provided in these Articles and the Bylaws.

Section 4.2 Membership and Common Stock. Membership in this Cooperative is restricted to the holders of the common stock of this Cooperative, and each member of this Cooperative must hold at least one share of common stock.

**ARTICLE V
LIQUIDATION**

In the event of any dissolution, liquidation or winding up of this Cooperative, whether voluntary or involuntary, all debts and liabilities of this Cooperative shall be paid first according to their respective priorities. The remaining assets shall then be paid to the holders of common

stock to the extent of their interests therein and any excess shall be paid to the patrons of this Cooperative on the basis of their past patronage. The Bylaws may provide more particularly for the allocation among the members and nonmember patrons of this Cooperative of the consideration received in any merger or consolidation to which this Cooperative is a party.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the registered office of the Cooperative is 780 Commercial Street SE, Suite 100, Salem, Oregon, 97301. The name of the registered agent of the Cooperative at such address is C T Corporation System.

ARTICLE VII PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The mailing address of this Cooperative to which the Secretary of State of the State of Oregon may mail notices, as required by the Act, is 780 Commercial Street SE, Suite 100, Salem, Oregon, 97301. The principal place of business of the Cooperative is 1951 S. Saturn Way, Suite 100, Boise, ID 83709.

ARTICLE VIII BOARD OF DIRECTORS

The business and affairs of the Cooperative shall be managed by the Board of Directors. The Board of Directors shall consist of such number of directors as shall be fixed in the manner provided in the Bylaws; provided, however, that the initial Board of Directors shall consist of one (1) director.

ARTICLE IX LIMITATION OF LIABILITY

A member of the Board of Directors shall not be individually liable to the Cooperative or its members for monetary damages for conduct as a director, provided that this provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this provision becomes effective and this provision shall not eliminate or limit the liability of a director for: (a) any breach of the director's duty of loyalty to the Cooperative or its members or shareholders; (b) acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law; or (c) any transaction from which the director derived an improper personal benefit. If the laws of the State of Oregon are amended to authorize Cooperative action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Cooperative shall be eliminated or limited to the fullest extent permitted by such laws as so amended. Any repeal or modification of the foregoing by the members of the Cooperative shall not adversely affect any right or protection of a director or officer of the Cooperative existing at the time of such repeal or modification.

**ARTICLE X
AMENDMENTS**

These Articles may be amended in the manner provided by law, as may be amended from time to time.

* * * * *

551163-89

EXECUTED effective as of August 31, 2021.

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

AMALGAMATED SUGAR COMPANY

By: Michael D. Garner
Name: Michael D. Garner
Title: Chairman

By: John C. McCreedy
Name: John C. McCreedy
Title: President and Chief Executive Officer

SIGNATURE PAGE OF ARTICLES OF INCORPORATION

2021-004943

WHEN RECORDED, RETURN TO:

Parsons Behle & Latimer
800 West Main Street, Suite 1300
Boise, Idaho 83702
Attention: Jason R. Mau

Space Above for County Recorder's Use

DECLARATION OF NAME CHANGE BY STATUTORY CONVERSION

[Amalgamated Sugar Company, an Oregon cooperative corporation]

Amalgamated Sugar Company, an Oregon cooperative corporation (as successor-by-conversion to The Amalgamated Sugar Company LLC, a Delaware limited liability company) ("**Amalgamated**") makes the following declarations:

1. Amalgamated is the sole owner of the real property located in Twin Falls County, Idaho ("**Property**").

2. As permitted by and in accordance with all requirements of applicable law and Amalgamated's governing documents, on August 31, 2021, The Amalgamated Sugar Company LLC entered into an Articles of Conversion ("**Articles**"), wherein Amalgamated is the resulting successor entity in connection with the conversion of The Amalgamated Sugar Company LLC, a Delaware limited liability company, into Amalgamated Sugar Company, an Oregon cooperative corporation. A copy of the Articles was filed with the Oregon Secretary of State on August 24, 2021, effective August 31, 2021. A copy of the Articles filed with the Oregon Secretary of State is attached as **Exhibit A**.

3. It is the intention of Amalgamated, in every respect, that the record owner of the Property be properly listed, indexed, and shown in the official records of the Twin Falls County Recorder's Office solely in the name of "Amalgamated Sugar Company, an Oregon cooperative corporation."

DATED: September 27, 2021.

[SIGNATURE PAGE FOLLOWS]

AMALGAMATED SUGAR COMPANY,
an Oregon cooperative corporation
(as successor-by-conversion to The Amalgamated Sugar
Company LLC, a Delaware limited liability company)

EXECUTION VERSION

EXHIBIT A



55116389-22499975

Registry No. 551163-89

AMALGAMATED SUGAR COMPANY

CNV

ARTICLES OF CONVERSION
of
THE AMALGAMATED SUGAR COMPANY LLC, a Delaware limited liability company
to
AMALGAMATED SUGAR COMPANY, an Oregon cooperative corporation

Pursuant to the provisions of Sections 62.605 through 62.613 of the Oregon Cooperative Corporation Act (the "OCCA"), the undersigned hereby executes the following Articles of Conversion:

1. Prior to the conversion, the name of the converting entity is "The Amalgamated Sugar Company LLC", and it is a Delaware limited liability company (the "**Converting Entity**").
2. After the conversion, the name of the converted entity will be "Amalgamated Sugar Company", and it will be an Oregon cooperative corporation (the "**Converted Entity**").
3. The address of the Converted Entity where the Plan of Conversion is on file is:

Amalgamated Sugar Company
1951 S. Saturn Way, Suite 100
Boise, Idaho 83709

The Converted Entity will provide any member or shareholder of the Converted Entity with a copy of the Plan of Conversion upon request and at no cost.

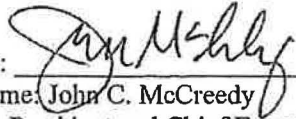
4. The articles of incorporation of the Converted Entity (the "**Articles of Incorporation**") are attached hereto as Exhibit A.
5. These Articles of Conversion, and the conversion effected hereby, shall be effective as of August 31, 2021.

[Signature page follows]

EXECUTED effective as of August 31, 2021.

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

THE AMALGAMATED SUGAR COMPANY LLC,
a Delaware limited liability company

By: 

Name: John C. McCreedy

Its: President and Chief Executive Officer

EXHIBIT A

ARTICLES OF INCORPORATION

[See attached]

**ARTICLES OF INCORPORATION
OF
AMALGAMATED SUGAR COMPANY**

Effective as of August 31, 2021, the Articles of Incorporation (these “Articles”) of Amalgamated Sugar Company (the “Cooperative”), are as follows:

**ARTICLE I
NAME**

The name of the Cooperative is Amalgamated Sugar Company.

**ARTICLE II
PURPOSE**

The purpose of the Cooperative is to engage in any lawful activity for which cooperatives may be organized under the Oregon Cooperative Corporation Act (the “Act”).

**ARTICLE III
POWERS**

The Cooperative shall have the authority to exercise all powers, privileges and rights conferred on cooperatives by the laws of the State of Oregon, including the privileges and rights conferred on cooperatives under the Act.

**ARTICLE IV
MEMBERSHIP AND CAPITAL STOCK**

Section 4.1 Authorized Capital Stock. This Cooperative is organized with capital stock. The authorized capital stock of this Cooperative consists of one (1) share of common stock with no par value. Except as may be limited by applicable law, these Articles or the bylaws of the Cooperative (the “Bylaws”), the board of directors of this Cooperative (the “Board of Directors”) has the authority and power to establish and issue one or more than one series of shares within a class, to set forth the designation of series of such shares, to fix the relative rights, preferences, privileges and limitations of each series of shares; and to establish and maintain such capital reserve, nonstock revolving capital, unit retains, and other types of equity credits as further provided in these Articles and the Bylaws.

Section 4.2 Membership and Common Stock. Membership in this Cooperative is restricted to the holders of the common stock of this Cooperative, and each member of this Cooperative must hold at least one share of common stock.

**ARTICLE V
LIQUIDATION**

In the event of any dissolution, liquidation or winding up of this Cooperative, whether voluntary or involuntary, all debts and liabilities of this Cooperative shall be paid first according to their respective priorities. The remaining assets shall then be paid to the holders of common

stock to the extent of their interests therein and any excess shall be paid to the patrons of this Cooperative on the basis of their past patronage. The Bylaws may provide more particularly for the allocation among the members and nonmember patrons of this Cooperative of the consideration received in any merger or consolidation to which this Cooperative is a party.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the registered office of the Cooperative is 780 Commercial Street SE, Suite 100, Salem, Oregon, 97301. The name of the registered agent of the Cooperative at such address is C T Corporation System.

ARTICLE VII PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The mailing address of this Cooperative to which the Secretary of State of the State of Oregon may mail notices, as required by the Act, is 780 Commercial Street SE, Suite 100, Salem, Oregon, 97301. The principal place of business of the Cooperative is 1951 S. Saturn Way, Suite 100, Boise, ID 83709.

ARTICLE VIII BOARD OF DIRECTORS

The business and affairs of the Cooperative shall be managed by the Board of Directors. The Board of Directors shall consist of such number of directors as shall be fixed in the manner provided in the Bylaws; provided, however, that the initial Board of Directors shall consist of one (1) director.

ARTICLE IX LIMITATION OF LIABILITY

A member of the Board of Directors shall not be individually liable to the Cooperative or its members for monetary damages for conduct as a director, provided that this provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this provision becomes effective and this provision shall not eliminate or limit the liability of a director for: (a) any breach of the director's duty of loyalty to the Cooperative or its members or shareholders; (b) acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law; or (c) any transaction from which the director derived an improper personal benefit. If the laws of the State of Oregon are amended to authorize Cooperative action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Cooperative shall be eliminated or limited to the fullest extent permitted by such laws as so amended. Any repeal or modification of the foregoing by the members of the Cooperative shall not adversely affect any right or protection of a director or officer of the Cooperative existing at the time of such repeal or modification.

**ARTICLE X
AMENDMENTS**

These Articles may be amended in the manner provided by law, as may be amended from time to time.

* * * * *

551163-89

EXECUTED effective as of August 31, 2021.

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

AMALGAMATED SUGAR COMPANY

By: Michael D. Garner
Name: Michael D. Garner
Title: Chairman

By: John C. McCreedy
Name: John C. McCreedy
Title: President and Chief Executive Officer



IDAHO DEPARTMENT OF
WATER RESOURCES

322 E Front Street, Suite 648, Boise ID 83702 • PO Box 83720, Boise ID 83720-0098
Phone: 208-287-4800 • Fax: 208-287-6700 • Email: idwrinfo@idwr.idaho.gov • Website: idwr.idaho.gov

Governor Brad Little

Director Mathew Weaver

April 24, 2024

AMALGAMATED SUGAR COMPANY
1951 S SATURN WAY STE 100
BOISE ID 83709-2924

Re: Change in Ownership for Water Right No(s): 29-14014, 35-13990, 36-4086, 36-8364, 36-13010, 36-13012, 36-13013, 36-13014, 45-13580 & 47-12976

Dear Water Right Holder(s):

The Department of Water Resources (Department) acknowledges the receipt of correspondence changing ownership of the above referenced water right(s) to you. The Department has modified its records and has enclosed a computer-generated report for you.

Updating the ownership record for a water right does not reconfirm the validity of the right. When processing a Notice of Change in Water Right Ownership, the Department does not review the history of water use to determine if the right has been forfeited or deliberately abandoned through five years or more of non-use. To read more about water right forfeiture, including how to protect a water right from forfeiture, please see Idaho Code §§ 42-222 and 42-223.

Please note, water right owners are required to report any change of water right ownership and any change of mailing address to the Department within 120 days of the change. Reporting forms are available from any office of the Department, or from the Department's website.

If you have any questions concerning the enclosed information, please contact me at (208) 287-4942.

Sincerely,

Jean Hersley
Technical Records Specialist 2

Enclosure(s)

Hersley, Jean

From: Janelle Finfrock <JFinfrock@amalsugar.com>
Sent: Tuesday, April 23, 2024 3:37 PM
To: IDWR File
Subject: Entity Name Change Request
Attachments: Declaration of Name Change by Statutory Conversion_4.23.2024.pdf

CAUTION: This email originated outside the State of Idaho network. Verify links and attachments BEFORE you click or open, even if you recognize and/or trust the sender. Contact your agency service desk with any concerns.

Good afternoon,

Attached, please find a Declaration of Name Change by Statutory Conversion(s) recorded in Cassia County, Jerome County, Minidoka County, Power County, and Twin Falls County.

Can you please let the responsive water rights reflect the current entity name as Amalgamated Sugar Company, as recorded in the attached correspondence and Declaration of Name Changes?

Please let me know if you need additional information.

Thank you,

Janelle Finfrock



Janelle Finfrock
Senior Paralegal
Office: 208-383-6534
Cell: 208-995-3123
1951 S. Saturn Way, Suite 100
Boise, ID 83709
www.amalgamatedsugar.com

