

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
GOOSE CREEK CANAL COMPANY**

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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation ("Articles").

**Article I Name**

The name of the Corporation is Goose Creek Canal Company.

**Article II Nonprofit Status**

The Corporation is a nonprofit Corporation.

**Article III Period of Duration**

The period of duration of the Corporation is perpetual.

**Article IV Registered Office and Agent**

The location of the Corporation is in the City of New Meadows, County of Adams, and in the State of Idaho. The address of the initial registered office is 404 Katherine St., New Meadows, Idaho, and the name of the initial registered agent at this address is Nita Branstetter.

**Article V Purposes**

The purposes for which the Corporation is organized and will be operated, when not inconsistent with Idaho law governing non-profit corporations and/or Internal Revenue Code Section 501(c)(12), as now in force or hereafter enacted, are as follows:

- A. Engaging in any lawful activity, including, but not limited to, the construction and maintenance of reservoirs and canals for the purpose of impounding water for irrigation storage and irrigation from storage; the buying, selling, holding, owning, acquiring, controlling and operating of reservoirs and canals for the purposes of impounding water for irrigation storage and irrigation from storage; buying, selling, holding, owning, acquiring, controlling and operating reservoir/canal sites and permits and licenses from governmental entities, to construct and maintain reservoirs and canals for the purpose of impounding water for irrigation storage and irrigation from storage; and buying, selling, holding,

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owning, acquiring, transporting, controlling and operating public waters of the State of Idaho for irrigation uses; and to do any and all other things necessary or advisable to be done in order to carry into effect the purposes herein stated.

- B. Engaging in "mutual ditch or irrigation company" activities within the meaning of Section 501(c)(12) of the Internal Revenue Code of 1986, as amended from time to time.
- C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

#### **Article VI Members/Shareholders**

The Corporation shall have members/shareholders who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Only those persons who are entitled to use irrigation water from Granite Twin Lakes Reservoir and/or Goose Lake Reservoir and/or the Goose Creek Canal (in Meadows Valley, Adams County, Idaho) may be members/shareholders. All persons so entitled to use said water shall be members/shareholders.

#### **Article VII Board of Directors**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member/shareholder of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members/shareholders of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Edward Osborn	4118 Campbell Road New Meadows, ID 83654
Nita Branstetter	P.O. Box 175 New Meadows, ID 83654

Victor Armacost

P.O. Box 219  
New Meadows, ID 83654

Steve Campbell

3975 Campbell Road  
New Meadows, ID 83654

Darrell Campbell

3843 Campbell Road  
New Meadows, ID 83654

#### **Article VIII Membership Dues and Assessments**

Membership/Shareholder dues and assessments shall be charged to all members/ shareholders or classes of membership, but they may be in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues/assessments. The Board of Directors is authorized to fix the amount of membership/shareholder dues and assessments from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe. The payment of said dues and assessments shall be enforceable in manners prescribed by the Board of Directors, including , but not limited to, the Board's refusal to deliver irrigation water to the non-paying member/shareholder, civil action, forfeiture of membership and sale of shares. The payment of dues and assessments is secured by a lien upon the real property benefited by the actions of the Corporation, and by a lien on the shares/memberships of each shareholder/member.

#### **Article IX Distribution on Dissolution**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation pursuant to the Act, including, but not limited to, Idaho Code Sections 30-3-109, 30-3-114, and 30-3-115.

#### **Article X Incorporator**

The name and address of the incorporator is:

##### **NAME**

##### **ADDRESS**

Nita Branstetter

P.O. Box 175  
New Meadows, ID 83654

**Article XI Bylaws**

Provisions for the regulation and management of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 23<sup>rd</sup> day of November 2007.

  
Nita Branstetter, Incorporator