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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

HELM LATERAL WATER USERS ASSOCIATION, INC.

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"), adopts the following Articles of Incorporation ("Articles").

Article I - Name.

The name of the Corporation is Helm Lateral Water Users Association, Inc.

Article II - Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III - Period of Duration.

The period of duration of the Corporation is perpetual, unless dissolved in accordance with applicable law.

Article IV - Registered Office and Agent.

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 101 S. Capitol Boulevard, 10th Floor, Boise, Idaho, 83702, and the name of the initial registered agent at this address is Idaho Service Company.

Article V - Primary Purpose.

The primary purpose for which the Corporation is organized and will be operated is to represent the members of the corporation in the management of the irrigation water system which provides water to such members, which management includes, without limitation, the ownership, operation, maintenance of the Helm Lateral delivery system located in Ada County, Idaho, into which certain waters of the Boise River are diverted by Settlers Irrigation District, conveyed by Settlers Irrigation District to the diversion structure for the Corporation, and then conveyed by the Corporation to the members of the corporation, and to levy and assess from its members, in the manner prescribed by law, annual assessments reasonably calculated to provide for the necessary improvements, repair, and maintenance of the irrigation system, and for all other purposes and powers granted to lateral ditch water users' associations pursuant to Title 42, Chapter 13, Idaho Code.

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Article VI - Members.

Interest in the Corporation shall be in the form of memberships, all of a single class. The members shall have such rights as are provided in the Act and the Bylaws, and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation.

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 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 of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Ray Kirby	President	5680 Fieldcrest Dr Boise Idaho 83704
Robert Hay	Vice President	5650 Fieldcrest Dr Boise Idaho 83704
David Price	Secretary-Treasurer	5920 N. Willow Cliff Way Boise Idaho 83713

Article VIII - Membership Assessments.

Each member shall be deemed to covenant and agree with all other members and with the Corporation, to pay any assessments duly levied by the Corporation for the purposes provided in these Articles and in the Bylaws of the Corporation. Such assessments shall be levied against the members, pro rata in proportion to the water to which each member is entitled to receive from the Helm Lateral delivery system. The Board of Directors shall fix the amount of such assessments, from time to time, and may make them payable at such times or intervals, and upon such notice and by such methods as the Directors may prescribe. Assessments may be enforced by civil action, consistent with the provisions of Section 42-1304 of the Idaho Code, and no member shall be entitled to receive water from said delivery system whenever any assessment levied against such member is due and unpaid unless otherwise

approved and ordered by the Board of Directors as provided for in Idaho Code section 42-1305.

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 and the provisions of the applicable law, in such a manner as determined by the Board of Directors. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

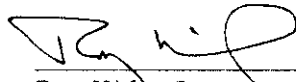
Article X - Incorporator.

The name and street address of the incorporator is Ray Kirby, 5680 Fieldcrest Drive, Boise, Idaho, 83704

Article XI - Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws, which may be adopted, altered, amended, or repealed at any duly constituted meeting of the Board of Directors, by an affirmative vote of a majority of the Directors present at such meeting.

DATED this 19TH day of January, 2005.



Ray Kirby, Incorporator