



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

LEACH WELL DRILLING, INC.

was filed in the office of the Secretary of State on the 6th day of April A.D., One Thousand Nine Hundred Seventy-seven and will be duly recorded on Film-Nomicrofilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at Kamiah, Idaho in the County of Lewis

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 6th day of April A.D., 1977.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

LEACH WELL DRILLING, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being three (3) natural persons of full age, all of whom are citizens of the United States or of its territories or possessions, have this day voluntarily associated themselves for the purposes of forming a private corporation under the laws of the State of Idaho, and to that end hereby adopt Articles of Incorporation as follows:

ARTICLE I

CORPORATE NAME

That the name of this corporation shall be LEACH WELL DRILLING, INC.

ARTICLE II

CORPORATE EXISTANCE

That the period of existance and duration of life of this corporation shall be perpetual.

ARTICLE III

REGISTERED OFFICE

The location of the registered office of this corporation shall be Kamiah, County of Lewis, State of Idaho, and the mailing address of the registered office of this corporation shall be \_\_\_\_\_  
P.O. Box 1028, KAMIAH, ID.

ARTICLE IV

CORPORATE PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, in any part of the world, namely:

1. To deal in and to operate, finance, maintain and furnish by drilling, digging, boring or otherwise creating wells for the purpose of extraction of water. To purchase and to hold in the corporate name any and all licenses necessary for the operation of the above named enterprises and to buy, sell, lease, encumber, and to own any and all equipment and stock and trade necessary for the operation of the above enterprises and businesses, to buy, sell, rent, or lease any and all buildings and land necessary for the operation of said enterprises and businesses, and to provide all incidentals connected therewith or in any wise related thereto.

2. To undertake and carry on any business transactions or operations commonly undertaken or carried on by the water well drilling businesses and generally to institute, enter into, assist, promote and to participate in any such business or operation.

3. To do everything necessary, proper advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by Idaho Law, by other law, or by these Articles of Incorporation.

4. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country, and in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit the purpose or purposes which the corporation propose to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose

or purposes as are not forbidden by law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

#### ARTICLE V

##### STATUTORY POWERS

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized pursuant to the laws under which corporation is organized and any and all acts amendatory thereto and supplemental thereof.

#### ARTICLE VI

##### ADDITIONAL POWERS

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho upon corporations organized for the foregoing purposes, the corporation shall have the following additional powers:

1. Directly, or through ownership of stock in any corporation to purchase, lease, exchange or otherwise acquire real estate and property, either improved or unimproved, and any interest therein, to own, hold, control, maintain, improve, manage, and develop the same, to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control all kinds of buildings, offices, warehouses, mills, shops, factories, machinery and plants and all structures and erections of any description on any lands owned, held or leased by the corporation, or upon any other lands, to lease or sublet offices and other space in such building or buildings, and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any such real estate and property, and any interest therein.

2. Directly, or through ownership in any corporation, to purchase or otherwise acquire, hold, manufacture, sell, exchange,

mortgage, pledge, hypothecate, deal in and dispose of machinery, implements, equipment, accessories, parts and supplies and other personal and real property of every kind, and any interest therein.

3. To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidence of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such bonds, stock, notes, debentures, evidences of indebtedness, obligations or securities, to issue its own shares of stock, bonds, notes, debentures or other evidences of indebtedness and obligations and securities, certificates or receipts purchased or acquired by it, and, while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts, to exercise all the rights of ownership in respect thereof, and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise, those issuing, creating, or responsible for any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts.

4. To purchase, or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in, and dispose of mortgages covering any kind of property, tax liens, and transfers of tax liens on real estate.

5. To borrow or raise monies for any of the purposes of the corporation, and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and grant promissory

notes, drafts, bills of exchange, warrants, options, bonds, debentures, and other negotiable or non-negotiable instruments, evidences of indebtedness and agreements, to secure the payment thereof and of the interest thereon and the performance thereof by mortgage upon, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

6. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this certificate, and to hold, utilize, and in any manner dispose of the rights and property so acquired.

7. To make any guaranty respecting dividends, stocks, securities, indebtedness, interest, contracts or other obligations so far as the same may be permitted to be done by corporations organized under the act.

8. To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or cooperations with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation.

9. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state,

government or governmental authority, or of any political, or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.

10. To exercise all or any of the corporate powers and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property or commercial interests thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service and to render any other service or assistance insofar as it lawfully may under the act.

11. To purchase the corporation's own capital stock, using the corporation's surplus earnings or accumulated profits at any time, as the board of directors may determine, and the corporation's capital stock so purchased may, if the directors so determine, be held in the treasury as its treasury stock, to be thereafter disposed of in such manner as the directors may deem proper.

## ARTICLE VII

### CAPITAL STOCK AND AUTHORIZED SHARES

1. Capital Stock. The capital stock of this corporation shall be \$25,000.00, divided into one thousand (1,000) authorized shares of common stock at a par value of \$25.00 per share. No distinction shall exist between the shares of this corporation and all such shares shall have the same right in the corporation.

2. Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the board of directors,

out of the unreserved surplus of the corporation, as permitted by Idaho Law, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

3. Stock Non-Assessable. The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

4. Issuance of Stock. All or any portion of the capital stock or debentures may be issued for cash or in payment for real or personal property, services or any other right or thing of value for the uses and purposes of the corporation and when so issued shall become and be fully paid, the same as though paid for in cash at par, and the directors shall be the sole judges of any property right or thing acquired in exchanges for capital stock or debentures.

5. Increase of Capital Stock and Debentures. From time to time the capital stock or debentures may be increased, according to law, and may be issued in such amounts and proportions as shall be determined by the board of directors and as may be permitted by law.

6. Voting Power. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

## ARTICLE VIII

### INCORPORATORS

The names and post office addresses of the incorporators of the corporation and the number of shares subscribed for by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
NATHANIEL L. LEACH	Rt. 2 Box 243 Moses Lake, Washington 98837	510
CATHLEEN A. LEACH	Rt. 2 Box 243 Moses Lake, Washington 98837	489
HENRY R. BOOMER	P.O. Box 158 Kamiah, Idaho 83536	1

#### ARTICLE IX

##### INTEREST OF DIRECTORS IN CONTRACTS

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the board of directors of the corporation, which acts upon, or in reference to, such contract or transaction, notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the board of directors, and the board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, and in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

#### ARTICLE X

##### BOARD OF DIRECTORS

The initial board of directors shall consist of three (3) members. The number of directors may be increased or decreased

from time to time (but if less than three directors, then not less than the number of shareholders of record) by amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a By-Law fixing the number of directors, the number shall be three (3).

#### ARTICLE XI

##### AMENDMENT OF BY-LAWS

The power to alter, amend or repeal the code of By-Laws, or adopt a new code of By-Laws for the government of this corporation shall be vested in the board of directors. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with Idaho Law or these Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 28 day of March, 1977.

Nathaniel L. Leach  
NATHANIEL L. LEACH

Cathleen A. Leach  
CATHLEEN A. LEACH

Henry R. Boomer  
HENRY R. BOOMER

STATE OF Wash. }  
COUNTY OF Grant } ss.

On this 28 day of March, 1977, before me, the undersigned, a Notary Public in and for said State, personally appeared NATHANIEL L. LEACH, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my

official seal the day and year first above in this certificate written.

( S E A L )

Leslie Post  
Notary Public, State of wash.  
Residing at masu-dah, therein.

STATE OF wash. }  
COUNTY OF Grant } ss.

On this 28 day of March, 1977, before me, the undersigned, a Notary Public in and for said State, personally appeared CATHLEEN A. LEACH, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above in this certificate written.

( S E A L )

Leslie Post  
Notary Public, State of wash.  
Residing at masu-dah, therein.

STATE OF IDAHO }  
COUNTY OF LEWIS } ss.

On this 25<sup>th</sup> day of March, 1977, before me, the undersigned, a Notary Public in and for said State, personally appeared HENRY R. BOOMER, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above in this certificate written.

( S E A L )

Joan Jacobs  
Notary Public, State of Idaho  
Residing at Kamiah, therein.