

# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, **GEO. H. CURTIS**, 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

**WASHOE IRRIGATING AND WATER POWER COMPANY, LIMITED**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Sixteenth** day of **November** **1944**,

original articles of amendment, as provided by Section s 29-145 and 29-146, Idaho Code Annotated, amending Articles I, II, III, IV, V, VI and VII, of the articles of incorporation and adding Articles VIII, IX, X, XI, XII, XIII, XIV and XV,

and that the said articles of amendment contain the statement of facts required by law, and are on Film Roll recorded ~~in Book No. 4~~ No. 4 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the articles of incorporation have been amended accordingly.

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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 **16th** day  
of **November**, in the year of our Lord  
one thousand nine hundred forty-four,  
and of the Independence of the United States of  
America the One Hundred **sixty-ninth**.

Secretary of State.

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION  
OF  
WASHOE IRRIGATING AND WATER POWER COMPANY, LIMITED

KNOW ALL MEN BY THESE PRESENTS, that at a meeting of the shareholders of Washoe Irrigating and Water Power Company, Limited, duly called and held upon notice of the specific purposes at the City of Payette, County of Payette, State of Idaho on the 11<sup>th</sup> day of August, 1944, a quorum, to-wit 239 shares out of the total of outstanding shares was present and voted in person or by proxy, and the articles of incorporation of the Washoe Irrigating and Water Power Company, Limited, a corporation, were amended by vote of more than two thirds of the voting power of all shareholders to read as follows as to Articles I, II, III, IV, V, VI and VII and new articles amendatory of the whole original articles of incorporation were adopted by the same vote as set forth hereinafter as Articles VIII, IX, X, XI, XII, XIII, XIV and XV. The amendments so made and adopted are set forth seriatim as follows, to-wit:

"I.

The name of this corporation is Washoe Irrigating and Water Power Company, Limited.

II.

The purposes for which this corporation is formed are as follows:

- a. To buy, sell, encumber, acquire, own, hold, construct, procure to be constructed, operate and maintain a water distribution system including but not limited to canals, reservoirs, dams, pumps, laterals, ditches, gates, flumes, pipelines and machinery for the purpose of conveying, supplying and distributing water for use for agricultural, livestock, domestic, power and other purposes.
- b. To acquire, buy, sell, own, hold, encumber and deal with and in water and water rights of all kinds.
- c. To engage in any activity related to, necessary or convenient for carrying out any purpose herein expressed.
- d. To borrow from any federal or state agency or from any other source, money, goods, services and property without limitation and to mortgage, pledge, hypothecate, assign, transfer and otherwise deal with and utilize the assets of the corporation for the purpose of securing its obligations.
- e. To act as the agent or representative of any stockholder in any of the above-mentioned activities.
- f. To acquire and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of the capital stock or bonds of this or any other corporation and to become a member or stockholder of any corporation or association engaged in any related activities.
- g. To buy, lease, hold and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or incidental thereto.
- h. To establish reserves and invest the funds thereof in such manner as may seem satisfactory to the board of directors.
- i. To levy assessments in such manner and in such amount as provided herein and in the by-laws.

- j. To have and exercise all powers, privileges and rights conferred on corporations by the laws of Idaho and all lawful powers and rights incidental thereto for carrying out the purposes for which this corporation is formed.
- k. The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by law, all of which are hereby expressly claimed.

### III.

The principal place of business of the corporation shall be at Payette, County of Payette, State of Idaho, but other offices and places of business may be established as may be determined by the directors.

### IV.

This corporation shall have perpetual existence.

### V.

The number of directors of the corporation shall be five; their qualifications, terms of office, powers and duties shall be prescribed in the by-laws; they shall be elected at the annual stockholder's meetings and shall hold office until their successors are elected or appointed in the manner provided in the by-laws.

### VI.

The amount of capital stock of this corporation shall be Twenty Thousand and 00/100 (\$20,000.00) Dollars, divided into four hundred (400) shares of the par value of Fifty and 00/100 (\$50.00) Dollars per share, all of the same class.

### VII.

The amount of capital stock which has actually been subscribed is Twenty Thousand and 00/100 (\$20,000.00) Dollars.

### VIII.

The private property of the stockholders shall not be liable for any corporate debt or obligation in whole or in part except as the lien of charges for delivery of water shall attach to the lands receiving beneficial use of waters distributed by this corporation.

### IX.

Every stockholder shall have the right to vote in person or by proxy for the numbers of shares of stock owned by him, for as many persons as there are directors or managers to be elected or to cumulate said shares and give one candidate as many votes as the number of directors multiplied by the number of his shares of stock shall equal or distribute them on the same principle among as many candidates as he shall think fit; provided that at regular meetings of the stockholders at any time when the number of stockholders shall exceed one hundred (100), those present either in person or by proxy shall constitute a quorum.

### X.

Except as herein otherwise expressly provided, all applicable provisions of Chapter 1 of Title 29 and Title 41, Idaho Code Annotated as amended and codified from time to time shall be deemed written into, made and constituted integral parts of these articles.

### XI.

The price charged for the annual use of water distributed by this corporation shall be in proportion to the quantity of water delivered from the corporate

works and may include a proportioned amount of any sum necessary to discharge any financial obligation of the corporation. Each stockholder shall be entitled to delivery, at his customary point of diversion of water from the corporate works, of an amount of water which bears the same proportion to the total amount of water available for delivery by the corporation to the aggregate of its users, as the stock held by such stockholder bears to the total corporate stock, except as provided in Constitution of Idaho, Article XV, Sections 4 and 5 and in Section 41-804, Idaho Code Annotated and amendments and codifications thereof, now or hereafter made.

XII.

The shares of stock in this corporation shall be subject to levy and collection of assessments in the manner provided in Section 29-156, Idaho Code Annotated and amendments and codifications thereof now or hereafter made.

XIII.

All certificates of stock hereafter issued shall contain upon the face thereof the written, printed or typed restriction following:

'This certificate is not transferable otherwise than by operation of law except to a legal or equitable owner of an interest in lands irrigated or which may be irrigated through the water distribution system owned by this company.'

XIV.

Until otherwise fixed in the by-laws or by resolution of the directors, one share of stock in this corporation shall be deemed to represent a water delivery right of one-tenth of one cubic foot per second otherwise described as five miner's inches.

XV.

The corporation shall have a president, vice-president, secretary and treasurer and such other officers as the by-laws may provide. The office of secretary and the office of treasurer may be held by the same person. The qualifications, powers, duties and authority of the directors and officers shall be fixed in the by-laws. In the absence of any limiting provision in the by-laws or these articles the directors shall have authority to carry the corporate purposes into execution and procure or perform all lawful acts which are in their judgment necessary to accomplish any of the corporate purposes herein stated."

It is further certified that the record of votes cast and percentages favoring adoption of said amendments is as follows:

Number of outstanding shares 350  
Number of shares voted for amendments 259.  
Number of shares voted against amendments 0.  
Percentage favoring adoption 73.870.

Witness our hands this 12<sup>th</sup> day of August, 1944.

Ralph J. Shambarger  
President  
Wendell R. Richey  
Secretary

ATTEST:

Wendell R. Richey  
Secretary

STATE OF IDAHO

COUNTY OF PAYETTE

SS:

Ralph S. Shamburger and Neil W. Fitch, being first duly sworn, depose and say that they are respectively president and secretary of Washoe Irrigating and Water Power Company, Limited, that they executed the foregoing certificate and articles of amendment in their official capacity; that the foregoing articles of amendment were adopted and the articles of incorporation of Washoe Irrigating and Water Power Company, Limited were amended as set forth in the foregoing articles of amendment at a meeting of the shareholders duly called upon notice of the specific purpose held on the 11<sup>th</sup> day of August, 1944 at Payette in Payette County, State of Idaho.

Ralph S. Shamburger  
Neil W. Fitch

Subscribed and sworn to before me this 12<sup>th</sup> day of August, 1944.

James E. Fitch  
Notary public for Idaho  
Residing at Payette, Idaho.

ACCEPTANCE OF THE CONSTITUTION

Pursuant to the provisions of the Constitution of Idaho,  
Article XI, Section 7, Washoe Irrigating and Water Power Com-  
pany, Limited, a corporation, hereby accepts the provisions  
of the Constitution of Idaho in binding form.

Witness our hands and the seal of said corporation this  
12<sup>th</sup> day of August, 1944.

Ralph Shamburger  
President

ATTEST:

Heidi Rieck  
Secretary