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SECRETARY OF STATE

RESTATED ARTICLES OF INCORPORATION  
OF  
GREAT FEEDER CANAL COMPANY, LIMITED

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We, the undersigned, President and Secretary of the GREAT FEEDER CANAL COMPANY, LIMITED, hereby verify that, pursuant to adoption of resolution by the Board of Directors, these Restated Articles of Incorporation should be executed, and further verify that they set forth all operative provisions of the Articles of Incorporation as heretofore amended; that they set forth without change, the corresponding provisions of the Articles of Incorporation as heretofore amended, and that they supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I

This certifies that the undersigned have, this day, restated Articles of Incorporation for the purposes hereinafter specified, which corporation is the GREAT FEEDER CANAL COMPANY, LIMITED, with the powers and privileges allowed corporations by law.

ARTICLE II

The objects of this Company and the business in which it proposes to engage are the following:

Section A. To divert, under rights owned by the stockholders, water from the South Fork of the Snake River at the existing point of diversion (that being in the Southeast Quarter (SE1/4) of Section 36, Township 4 North, Range 40, East of the Boise Meridian), or as the place of diversion may be relocated; and, to convey the water by canal channel in a generally northwesterly direction about three-fourths of a mile to the intersection of the Dry Bed of the South Fork of the Snake River; and, under statutory privilege of using natural channels, to carry water through the Dry Bed to the

terminus described in Section B of this Article, for diversion by the Company's respective stockholders.

Section B. To carry water in the Dry Bed to which each stockholder is entitled under carriage rights as defined in Section B of Article III, but not beyond the terminus at the intersection of the Dry Bed by the center line of Section 1, Township 4 North, Range 38, East of the Boise Meridian, Jefferson County, Idaho.

Section C. To construct and operate and maintain such Dry Bed channel and works as are necessary or proper in the carrying out of the objects and purposes described in Sections A and B of this Article, and of carrying water for its stockholders.

Section D. To fix and collect from its stockholders such assessments, tolls or other charges as are required to finance the Company's authorized activities. Such assessments, tolls or other charges shall be assessed equally among the outstanding shares of stock, but the Company may provide, from time to time, by action of its Board of Directors, for a minimum charge for each such share with additional charges per share per irrigation season in proportion to the total volume of water carried per share.

Section E. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real or personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, and to acquire, purchases, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures, and other evidences of indebtedness of other corporations, domestic or foreign.

Section F. To enter into contracts or obligations of any type or kind necessary or proper to the transaction of the ordinary affairs, and for the purposes of the corporation.

Section G. To acquire by purchase or otherwise, and hold, sell, convey, encumber or transfer all kinds of real and personal property of every kind and description required in connection with the conduct of the business of the Company.

Section H. To borrow money and otherwise incur indebtedness without limit as to amount; and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

Section I. To have, exercise and enjoy all the powers now or hereafter granted to the corporations organized under the laws of the State of Idaho, and particularly those applicable of the powers and privileges granted to non-profit corporations by Chapter 3 of Title 30 of the Idaho Code, and, insofar as necessary, Chapter 1 of Title 30 of the Idaho Code, and Chapter 24 of Title 42 of the Idaho Code, and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purposes.

Section J. All of the foregoing provisions of this Article II are to be construed both as objects and powers, and it is expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers and powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or do any act which corporations formed under the laws of the State of Idaho now or hereafter existing may not, at the time, lawfully carry on or do. It is the intention that the purposes, objects, and powers specified in

each of the Paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise provided, in nowise be limited or restricted by reference to, or inference from, the terms of any other clause or paragraph in this paragraph contained, or of any other provisions of these Articles of Incorporation, and it is the intention that the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

### ARTICLE III

Section A. The amount of capital stock of this corporation shall be \$200,000 divided into 40,000 shares of the par value of \$5.00 per share. Each share of stock shall entitle the holder to a carriage right in the Company's system for that shareholders proportionate share of the total water carried by the Company; provided, the Company shall not be obligated to carry, at any time, for each share of stock more than five (5) miner's inches.

Section B. Each stockholder diverting water from the Dry Bed under its respective rights shall be responsible for seeing that the water reaches and/or enters his gate or ditch or canal, as the case may be, this Company being responsible only to see that the water delivered into its system, less the losses from seepage evaporation and other natural causes be conveyed from the beginning to the terminus.

Section C. Each stockholder in the corporation owning and carrying water in the corporate irrigation system shall be held responsible for installing and thereafter maintaining at stockholder's expense, its own headgates, overflow, canals, ditches and structures for the diversion of water from the Dry Bed into the respective diversion, and/or ditches, and/or canals of the stockholders. The Board of Directors may, from time to time, establish rules and regulations with respect to, and actually supervise, such diversions of water and the installation and maintenance of facilities therefor.

Section D. The Company and its officers, agents and employees will use reasonable efforts and reasonable judgment to carry to each stockholder the water to which it is entitled to have carried by the Company; should any stockholder feel aggrieved because of an alleged mistake or inaccuracy in the amount of water being carried, the Company will correct the error as early as possible. No liability, however, shall accrue against the Company or its officers, agents, or employees by reason of shortage in the quantity of water being carried by reason of drought, inaccuracy in distribution, hostile diversions by third parties, prior or superior claims, accident to or failure of the facilities comprising or used in connection with the Company's system, but nothing in this subarticle shall alter the right of any stockholder to have carried for it through the Company's system, water to which it is entitled as a stockholder of the company.

#### ARTICLE IV

The existence of this corporation is to be perpetual.

#### ARTICLE V

The officers of the Company shall be a President, Vice-President, Secretary and Treasurer, and the number of Directors shall be not less than five nor more than nine, as prescribed by the By-Laws of said corporation, with full powers to manage and control the affairs of said corporation, as provided by law.

#### ARTICLE VI

(Repealed April 23, 1955)

#### ARTICLE VII

The names and addresses of those who shall manage the affairs of the Company and act as Trustees until the third Saturday in March, 1896, shall be as follows, and the principal place of business shall be Rigby, Fremont County, Idaho, viz:

1. Eli McEntire, Grant, Fremont County, Idaho.
2. William H. Jones, Rigby, Fremont County, Idaho.
3. J. O. Webster, Grant, Fremont County, Idaho.
4. Parley J. Davis, Prospect, Bingham County, Idaho.
5. Josiah Call, Rigby, Fremont County, Idaho.
6. David Stowell, Labelle, Fremont County, Idaho.
7. Joseph A. Clark, Idaho Falls, Bingham County, Idaho.

#### ARTICLE VIII

The capital stock subscribed is as follows, to-wit:

|  |             |
|--|-------------|
| Eli McEntire, for the Poverty Flat Canal Company | \$11,000.00 |
| William H. Jones, for North Rigby Canal Company  | 2,000.00    |
| J. O. Webster, for Burgess Canal Company         | 22,000.00   |
| Parley J. Davis, for Harrison Canal Company      | 11,000.00   |
| Josiah Call, for the Rigby Canal Company         | 10,000.00   |
| David Stowell, for LaBelle Canal Company         | 3,000.00    |
| Joseph A. Clark, for Idaho Falls Canal Company   | 15,000.00   |
| R. F. Jardine, for Lewisville Canal Company      | 10,000.00   |
| H. M. Perry, for Self                            | 250.00      |
| D. M. Steel, for Self                            | 200.00      |
| Hyrum Edwards, for Self                          | 400.00      |
| O. Armstrong, for Self                           | 400.00      |
| J. M. Finn, for Self                             | 200.00      |
| Mrs. Martha Finn, for Self                       | 200.00      |
| Joseph Fisher, for Self                          | 200.00      |
| Henry Hulse, for Self                            | 200.00      |
| C. Rolf, for Self                                | 200.00      |
| E. J. Wilkinson, for Self                        | 200.00      |
| J. B. Cure, for Self                             | 200.00      |
| Peter Yorgenson, for Self                        | 200.00      |
| Peter Later, for Self                            | 400.00      |
| Jesse Clark, for Self                            | 300.00      |
| Peter Melling, for Self                          | 300.00      |
| Helen Purser, for Self                           | 200.00      |
| William F. Smith, for Self                       | 300.00      |
| Alfred Boram, for Self                           | 200.00      |
| K. L. Persons, for Self                          | 200.00      |
| James Brown, for Self                            | 200.00      |
| Charles Hadden, for Self                         | 250.00      |
| John E. Clark, for Self                          | 150.00      |

#### ARTICLE IX

Section A. The corporation is a non-profit corporation and shall at no time issue dividends to its stockholders.

Section B. All stock shall be assessable, meaning that the corporation may assess the stockholders from year to year for the amounts reasonably necessary, as determined by the Directors of the Company, needed to operate the Company.

Section C. All shares issued hereafter, whether for new stock, replacing lost shares, transfer of stock, or for any other reason, shall carry conspicuously on the stock certificate, the following restriction on transfer:

The stock represented by this certificate may be owned or transferred only to a person and/or entity who owns or whose shareholders own lands irrigated by water carried by the corporation.

This stock is assessable and the holder thereof is obligated to pay its share of the operation of the corporation.

STATE OF IDAHO )  
 )ss  
County of Bingham )

On this eighth day of December, 1894, before me, Joseph A. Clark, a Notary Public, in and for said county, personally appeared Eli McEntire, William H. Jones, J. O. Webster, Parley J. Davis, Josiah Call and David Stowell, personally known to me to be the persons whose names are subscribed to the within instrument, and they each duly acknowledged to me that they executed the same as trustees of the Great Feeder Canal Company, Limited.

(seal) JOSEPH A. CLARK,  
Notary Public

**My Commission Expires August 21, 1897.**

STATE OF IDAHO )  
 )ss  
County of Bingham )

On this fifteenth day of March, 1895, before me, H. K. Linger, a Notary Public, in and for Bingham County, Idaho, appeared Joseph A. Clark, who acknowledged to me that he executed the same as a trustee of the Great Feeder Canal Company.

H. K. LINGER,  
Notary Public

My Commission Expires August the 11th, 1898.

STATE OF IDAHO )  
 )ss  
County of Fremont )

I hereby certify that the within is a true and correct copy of the original incorporation as recorded in Book A of Incorporation, pages 152, 153, 154, 155, on the 8th day of April, 1895, of the Records of Fremont County, Idaho.

F. J. BRAMWELL,  
Recorder

**Endorsed:**

Certified Copy of Incorporation of Great Feeder Canal Company,  
Limited.  
Department of State.

Secretary of State,

Filed this 20th day of April, 1895, at 10:10 o'clock A.M. and recorded in book "C" of Domestic Incorporation on page 361, Records of State of Idaho.

I. W. GARRETT,  
Secretary of State,  
Per E.G.

IN WITNESS WHEREOF, We have hereunto set our hands and seals in duplicate originals this 29 day of June, 1983.

GREAT FEEDER CANAL COMPANY, LIMITED

Edwin E. Hanson  
President

ATTEST:

Eldred Lee  
Secretary

STATE OF IDAHO                    )  
  ) ss  
County of Jefferson            )

On this 29 day of June, 1983, before me, the undersigned, a Notary Public in and for said state, personally appeared Edwin E. Hanson and Eldred Lee, President and Secretary respectively of the Great Feeder Canal Company, Limited, and known to me to be the persons whose names are subscribed to the foregoing, and acknowledged to me that they executed the same, under oath, and that the statements therein are true.

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

(seal)

Blair Hoover  
Notary Public for Idaho  
Residing at Rigby, Idaho  
Non-expiring Commission