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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE BUTLER ISLAND CANAL COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of THE BUTLER ISLAND CANAL COMPANY duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 7, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Siebel*

ARTICLES OF INCORPORATION

OF

THE BUTLER ISLAND CANAL COMPANY

RECEIVED

SEC. OF STATE

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The undersigned, acting as incorporator(s) of a non-profit corporation under the Idaho Non-profit Corporation Act, Idaho Code § 30-3-1 et seq., and Idaho Code § 42-2401 adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation shall be THE BUTLER ISLAND CANAL COMPANY.

ARTICLE II

NON-PROFIT STATUS

The corporation is and shall remain a non-profit corporation.

ARTICLE III

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV

PURPOSE

The purpose of this corporation is to own and operate a canal and/or system of canals for domestic and irrigation purposes. It shall have all powers as are reasonably necessary to carry out that purpose including, but not necessarily limited to the following:

1. The right to acquire, own, hold, mortgage, dispose of and invest its funds in real and personal property.
2. Transaction of any other lawful activity.

ARTICLE V
LIMITATIONS

The corporation shall be subject to the following limitations:

1. The net earnings of the corporation must not be used to benefit any individual.
2. The corporation may not engage in propaganda or otherwise attempt to influence legislation.
3. The corporation must not participate or intervene in any political campaign on behalf of any candidate for public office.
4. The corporation will be subject to any other limitations which may be imposed by the Internal Revenue Code of the United States to maintain exemption from federal income tax payment.

ARTICLE VI
MEMBERS

The corporation shall consist of members as follows:

1. Each member must own lands within the area historically irrigated by the corporation's irrigation system.
2. Memberships shall be issued in the form of a certificate. Each certificate shall represent the interest of the member in the water rights and irrigation system of the corporation.
3. Members shall be subject to assessment as provided in the By-Laws and Idaho Code § 42-2401.

ARTICLE VII

REGISTERED AGENT

The name of the registered agent is Gale Reed whose address is 4766 East 200 North, Rigby, Idaho 83442. That address shall also be the address of the corporation.

ARTICLE VIII

BOARD OF DIRECTORS

1. The management of this corporation shall be vested in a Board of five (5) Directors.

2. The Directors shall be elected at the annual meeting of the stockholders which shall be the 1st Monday in January of each year.

3. All election of Directors shall be for a term of three (3) years.

4. No person shall be eligible to serve as a Director unless he is also a member.

IX

POWERS

The corporation shall have the powers permitted by the non-profit corporation act together with those powers allowed under Idaho Code § 42-2401 granted to canal companies.

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NAME AND ADDRESS OF INCORPORATOR

Gale Reed	4766 East 200 North Rigby, ID 83442
Kent Barber	186 North 4800 East Rigby, ID 83442

ARTICLE XI

NAME AND ADDRESS OF INITIAL BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Gale Reed	4766 East 200 North Rigby, ID 83442
Kent Barber	186 North 4800 East Rigby, ID 83442
Norman Landon	215 North 4700 East Rigby, ID 83442
Afton Smith	4634 East 250 North Rigby, ID 83442
Flint Nelson	4875 East 150 North Rigby, ID 83442

ARTICLE XII

DISTRIBUTION ON DISSOLUTION

In the event this corporation is dissolved, and not reinstated and/or reorganized and/or replaced with a similar entity, then and in that event, the assets of the corporation shall be distributed among the members according to the interest they have as shown on the membership certificates.

IN WITNESS WHEREOF, We have hereunto set our hands and seals in duplicate originals this 3rd day of March, 1994.

Gale a. Reed Kent Barber

STATE OF IDAHO)
) ss
County of Jefferson)

On this 30^d day of March, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared GALE REED and KENT BARBER, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

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)

Janice Field
Notary Public for Idaho
Residing at Rigby, Idaho
My Commission Expires: 1/29/96