

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

CLANSON WATER DISTRICT NO. 5, INC.

was filed in the office of the Secretary of State on the **Twenty-second** day of **July,** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **129** of Record of Domestic Corporations, of the State of Idaho, **& 30-884,** 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 **Boise** in the County of **Minidoka.**

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 **22nd** day of **July**, A.D., 19 **64.**

Secretary of State.

ARTICLES OF INCORPORATION

OF

CLAWSON WATER DISTRICT NO. 5, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are citizens of the United States and two-thirds of whom are citizens of the State of Idaho, over the age of twenty-one years, have this day voluntarily associated ourselves together for the purpose of organizing and establishing a non-profit corporation under the laws of the State of Idaho, and do hereby certify and declare:

ARTICLE I

That the name of the corporation hereby organized shall be the CLAWSON WATER DISTRICT NO. 5, INC.

ARTICLE II

The objects and purposes for which this corporation is organized are:

1. To acquire, own, hold and use, for the benefit of its stockholders, rights to the use of the water of a certain well, known as Clawson Well No. 5, located in Section Thirty-one (31), Township Seven (7) South, Range Twenty-four (24) EBM, in Minidoka County, Idaho.

2. To acquire, by purchase or otherwise, own, hold and use real estate for location, operation and maintenance of said well, water storage, reservoir and facilities, water distribution, canals and irrigation work in Minidoka County, Idaho.

3. To construct, maintain and operate a pump on the well known as Clawson Well No. 5, a reservoir for the same, canals, ditches, and irrigation works for distribution to its stockholders of irrigation water developed and stored by the corporation, and the use thereof for irrigation purposes.

4. To acquire, own, hold and administer water and water rights for the benefit of its stockholders.

5. To borrow money and to give security for the payment thereof in any lawful manner.

6. To acquire, own, hold, sell, lease, encumber and otherwise deal with real and personal property necessary or appropriate for the accomplishment of its purpose and object and to make appropriate contracts relating thereto.

7. To issue shares of stock and to acquire and reissue the same.

8. To take, hold, assign and otherwise deal with and dispose of evidence of indebtedness, both secured and unsecured.

9. To do any and all things reasonably necessary or proper to be done to accomplish its objectives and purposes and to operate as a non-profit corporation to increase and supplement the water supplies to its stockholder.

ARTICLE III

The period of duration of this corporation is perpetual.

ARTICLE IV

This corporation is formed without any purpose of pecuniary profit for itself. Its principal office shall be located at Rupert, Minidoka County, Idaho.

ARTICLE V

The capital stock of this corporation shall consist of 160 shares of no-par assessable stock. Any person owning or controlling the real estate in Minidoka County, Idaho, situated in the South Half (S $\frac{1}{2}$) of Section Thirty-six (36), Township Seven (7) South, Range Twenty-three (23) EBM, Lots Three (3) and Four (4) and all of the Southeast Quarter of the Southwest Quarter (SE $\frac{1}{4}$ SW $\frac{1}{4}$) of Section 30, Twp. 7 South, Range 24 EBM, (EXCEPT Tax No. One (1) in the NE $\frac{1}{4}$ and the S $\frac{1}{2}$ NE $\frac{1}{4}$ and Lots 1 and 2 in the E $\frac{1}{2}$ NW $\frac{1}{4}$, Less Tax 2, and the NE $\frac{1}{4}$ SW $\frac{1}{4}$ and Tax 3 in Lots 3 and 4 and SE $\frac{1}{4}$ SW $\frac{1}{4}$, all in Section 30, Twp. 7 South, Range 24 EBM). And Lots 1, 2, 3 and 4 and the East Half of the West Half (E $\frac{1}{2}$ W $\frac{1}{2}$) of Sec. 31, Twp. 7 South, Range 24 EBM and to which there is appurtenant a decreed right to the use of the waters of Clawson Well No. 5 for irrigation. Each owner of said real property shall be entitled to subscribe for shares of stock in proportion to the acreage of land owned by said persons, and said stock shall evidence the right to share in proportion with all other shareholders the water that is distributed by the corporation during the irrigation season of each year. There shall be no priority among shareholders of this corporation. No certificates of stock shall be issued by the corporation until the subscription price of said shares represented thereby shall have been fully paid in money or money's worth and, when issued, the stock of the corporation shall be fully paid and not subject to additional costs or charges for the purchase thereof. The stock

of the corporation shall be subject to an annual assessment for the purpose of enabling the corporation to pay operating and maintenance costs and expenses and to pay indebtedness of the corporation incurred in connection with the operation and/or replacement of Clawson Well No. 5. All assessments upon each share of stock subscribed and outstanding shall be equal and uniform and shall be payable within 30 days after assessment. All yearly assessments shall be payable on or before the 1st of April of the year for which it is assessed. The company shall have the right to withhold the delivery of water represented by the stock upon which assessments are delinquent, in addition to the exercise of any remedy provided by law for the collection of such delinquent assessments. All delinquent assessments shall bear interest at the rate of six percent (6%) per annum until paid.

There shall only be one class of stock issued by the corporation.

ARTICLE VI

The names and postoffice addresses, and the number of shares subscribed by each of the incorporators, are as follows:

Roger Dean	909 J Street, Rupert, Idaho	1 Share
Harold H. Heins	RFD #5, Rupert, Idaho	1 Share
Julian Clawson	141 East 2nd South, Salt Lake City, Utah	1 Share

ARTICLE VII

Section 1. Except as limited elsewhere in these articles and the by-laws of the corporation, the business and affairs of the corporation shall be vested in and be controlled by the Board of Directors, and the officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. If determined by them to be desirable, the directors shall have authority to employ such personnel as may from time to time be determined by them to be necessary to the conduct of the business and affairs of the corporation.

Section 2. The officers of the corporation shall be elected by ballot by the members of the Board of Directors at such times and for such terms of office as shall be provided in the By-Laws of the corporation.

Section 3. There shall be three directors of the corporation and the names and postoffice addresses of the persons who shall be members of the first board of directors and who shall manage the affairs and business of the corporation until their successors shall have been elected and shall have qualified according to law and the

By-Laws of the corporation, are:

Roger Dean 909 J Street, Rupert, Idaho
Harold Heins Route #5, Rupert, Idaho
Julian Clawson 141 East 2nd South, Salt Lake City, Utah

The directors shall be elected by and from the stockholders of the corporation at each annual meeting thereof to hold office until the next annual meeting of the stockholders or until their successors have been elected and have qualified.


Section 4. The By-Laws may make provisions for the removal of the directors and for the filling of vacancies created by removal, death or withdrawal.

Section 5. The directors, as such, shall not receive any compensation for their services but the By-Laws may provide for reimbursement for reasonable expenses incurred by them in connection with the performance of their duties.

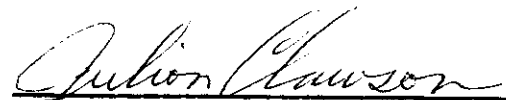
IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and affixed our seals this 24th day of June, 1964.



Roger Dean




Harold H. Heins



Julian Clawson

STATE OF IDAHO)
) ss.
County of Minidoka)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Idaho, certify that ROGER DEAN and HAROLD H. HEINS, being two of the incorporators referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.


_____, 1964.
(seal)



Notary Public residing at Rupert, Idaho
My Commission Expires 9-1-66

County of Salt Lake

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WITNESS my hand and Notarial Seal this 16th day of July, 1964.

(seal)

Bruce R. Davis
Notary Public
Residing at Salt Lake City Utah
My Commission Expires Feb 19, 1967
