



CERTIFICATE OF INCORPORATION
OF

SOUTHERN IDAHO IRRIGATION, INC.

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 above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: September 07, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zarala*

PARSONS, SMITH, STONE & FLETCHER
LAWYERS
BURLEY, IDAHO

ARTICLES OF INCORPORATION

SOUTHERN IDAHO IRRIGATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens and residents of the United States of America, over the age of eighteen years, do by these presents form a corporation, as hereinafter stated, pursuant to and under the laws of the State of Idaho, and do hereby execute and deliver these Articles of Incorporation for that purpose.

WE HEREBY SET FORTH, DECLARE AND CERTIFY:

ARTICLE I

NAME

This Corporation shall be known as "SOUTHERN IDAHO IRRIGATION, INC.".

ARTICLE II

DURATION

The term and existence of this Corporation shall be perpetual.

ARTICLE III

OBJECTS AND PURPOSES

The objects and purposes for which this Corporation is formed are as follows:

(a) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

1 (b) Without limiting the purpose for which this
2 Corporation is formed, it shall include the acquisition, sale
3 and service of agricultural irrigation equipment, and all
4 related business activities.

5 (c) To engage in any commercial, industrial, or
6 agricultural enterprise, calculated or designed to be profitable
7 to this Corporation, and in conformity with the laws of the
8 State of Idaho, or such other place or places and states in
9 which the Corporation may, from time to time, conduct its
10 business.

11 (d) Purchase, lease, own, sell, mortgage, sublease,
12 and otherwise acquire lands, buildings, easements, or property,
13 real and personal, which may be requisite for the purposes of or
14 capable of being conveniently used in connection with any of the
15 objects of this Corporation, and to enter into, make, perform,
16 and carry out contracts of every sort and kind, with any person,
17 or entity, including the right to become a partner or acquire an
18 interest in a joint venture, and to acquire and take over the
19 good will, property, rights, franchises, and assets of every
20 kind, and liabilities of any person, firm, association or
21 corporation, either wholly or in part, and to pay for the same
22 in cash, stocks, bonds of the corporation or otherwise.

23 (e) To organize or cause to be organized under the
24 laws of the any state of the United States, or the District of
25 Columbia, or of any territory, dependency, or possession of the
26 United States, or of any foreign country, a corporation, or
corporations for the purpose of transacting, promoting or
carrying on any or all of the objects or purposes for which this
Corporation is organized, and to dissolve, wind up, liquidate,
merge, or consolidate any such corporation or corporations, or
to cause the same to be dissolved, wound up, liquidated, merged
or consolidated.

19 (f) To do all and every thing necessary, suitable,
20 and proper for the accomplishment of any of the purposes or the
21 attainment of any of the objectives, or the furtherance of any
22 of the powers hereinbefore set forth, either along or in
23 association with other corporations, firms, or individuals, and
24 to do every other act, or acts, thing, or things, incidental or
25 pertinent to or growing out of, or connected with the foregoing
26 objects or purposes, or any part or parts thereof, provided the
same be not inconsistent with the laws under which this
Corporation is organized.

(g) The Provisions of these Articles shall be
construed as purposes and powers, and each as an independent
purpose and power n furtherance of, and not in limitation of,
the powers which the Corporation may have under present or
future laws of the State of Idaho, and in such states as the

1 Corporation may, from time to time, do business.

2 (h) To have and to exercise all rights and powers from
3 time to time granted to a corporation by law.

4 ARTICLE IV

5 LOCATION OF REGISTERED OFFICE AND AGENT

6 The location and registered office of this Corporation
7 is Star Route Box 34B, Declo, Idaho 83323; the post office
8 address is Route #3 Box 3064, Burley, Idaho 83318; the
9 registered agent of this Corporation shall be Jack Hunsaker,
10 Star Route Box 34B, Declo, Idaho 83323.

11 ARTICLE V

12 CORPORATE STOCK

13 The total number of shares which the Corporation is
14 authorized to issue is 1,000,000 shares of stock at no par value
15 per share.

| <u>TYPE</u> | <u>SHARES</u> | <u>PAR VALUE</u> |
|-------------|---------------|------------------|
| Common | 1,000,000 | No par value |

17 All stock, when fully paid, shall be non-assessable.

18 The Corporation may purchase its own stock.

19 ARTICLE VI

20 INCORPORATORS

21 The names and post office addresses of the
22 incorporators are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|--------------------------------------|
| 24 Jack Hunsaker | Star Route Box 34B, Declo, ID 83323 |
| 25 Eddy Allen McGraw | Route #1, Declo, ID 83323 |
| 26 Dennis Lee Hylton | 950 South 400 West, Burley, ID 83318 |

1 ARTICLE VII

2 BOARD OF DIRECTORS

3 The initials directors of the Corporation who shall
4 serve until the first election of directors is as follows:

| 5 <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|--------------------------------------|
| 6 Jack Hunsaker | Star Route Box 34B, Declo, ID 83323 |
| 7 Eddy Allen McGraw | Route #1, Declo, ID 83323 |
| 8 Dennis Lee Hylton | 950 South 400 West, Burley, ID 83318 |

9 The Board of Directors shall consist of one or more
10 members as fixed by, or in the manner provided in, the By-Laws
11 of the Corporation. The number of directors may be increased or
12 decreased from time to time as provided in the corporate By-Laws

13 A majority of the Board of Directors shall constitute a
14 quorum for transacting business, and the act of the majority of
15 said quorum of said Board of Directors shall be the act of the
16 Board.

17 The directors need not be stockholders of the
18 Corporation.

19 ARTICLES VIII

20 DIRECTOR LIABILITY

21 No director of this Corporation shall be personally
22 liable to the Corporation or the corporate stockholders for
23 monetary damages resulting from a breach of fiduciary duty as a
24 director of this Corporation, provided that such provision shall
25 not eliminate or limit the liability of a director:

26 (a) For any breach of the director's duty of loyalty
to the Corporation or its stockholders.

1 (b) For acts or omissions not in good faith or which
2 involve intentional misconduct or knowing violation of the law.

3 (c) For any of those liabilities provided under 30-1-
4 48 of the Idaho Code.

5 (d) For any transaction from which the director
6 derived an improper personal benefit.

7 ARTICLE IX

8 AMENDMENT

9 These Articles of Incorporation may be amended in
10 accordance with the provisions of the statutes of the State of
11 Idaho, then in full force and effect; the power to make, repeal
12 and amend the By-Laws, and adopt new By-Laws, is hereby
13 conferred upon the Directors as well as the shareholders.

14 ARTICLE X

15 No contact or other transaction between this
16 Corporation and any other corporation shall in any way be
17 affected or invalidated by the fact that any of the directors of
18 this Corporation are pecuniarily or otherwise interested in or
19 are directors or officers of such other corporation, nor the
20 fact that the capital stock of one corporation may be owned, in
21 part, by the other corporation; any director, individually, may
22 be a party to or may be pecuniarily or otherwise interested in
23 any contract or transaction and may vote thereon with like
24 force and effect as if he were not interested.

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PARSONS, SMITH, STONE & FLETCHER
LAWYERS
BURLEY, IDAHO

IN WITNESS WHEREOF, I have hereunto set my hand this

31st day of August, 1990.

Jack Hunsaker
Jack Hunsaker

Eddy Allen McGraw
Eddy Allen McGraw

Dennis Lee Hylton
Dennis Lee Hylton

STATE OF IDAHO)

County of Cassia)

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On this 31st day of August, in the year 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared JACK HUNSAKER, EDDY ALLEN MCGRAW, AND DENNIS LEE HYLTON, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

[Signature]
Notary Public for Idaho
Residing at Burley
My commission expires on 12-2-92