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Articles of Incorporation of Portneuf Watershed Users Association, Inc.

The undersigned acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, title 30 Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Portneuf Watershed Users Association, Inc.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in Lava Hot Springs, Bannock County, State of Idaho. The address of the initial registered office is 6500 Hwy 30 E; Lava Hot Springs, ID 83246, and the name of the initial registered agent at this address is Teresa Yakovac.

ARTICLE V. PURPOSES

The purposes for which the Corporation is organized and will be operated shall be:

Section 1. Primary Purposes.

The primary purpose is to provide funding for an association of water users joined for the purpose of promoting a common interest in preserving, furthering, and fostering historical use and conservation of water and aquatic resources from the Portneuf River and its tributaries.

Section 2. Limitations.

Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

1. The corporation shall have no net earnings inuring to the benefit of any member.
2. The associated water users shall have as their object the betterment of the conditions of those engaged in such pursuits, the improvement of the grade of their products, and the development of a higher degree of efficiency in their respective occupations.
3. The Corporation shall not engage in a regular business of a kind ordinarily carried on for profit.

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4. Upon the winding up and dissolution of the Corporation, its assets remaining after payment or provision of payment of all of the Corporation's debts, shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes, other than religious purposes, and which has established and maintained its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI. MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act and the Bylaws, and are consistent with the management authority that these Articles grant to the Board of Directors of the Corporation. Any person or legal entity may become a member of the Corporation upon payment of the annual dues or such other consideration as fixed by the Board of Directors.

ARTICLE VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) individuals, each of whom, at all times, shall be a member of the Corporation or a shareholder in a legal entity which is a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

| Name | Address |
|---------------|--|
| Dan Dimick | 8742 S. Sunnyside Rd. Lava Hot Springs, Idaho 83246 |
| Kirk Irick | P.O. Box 373 Lava Hot Springs, Idaho 83246 |
| Stony Yakovac | 6500 Hwy 30 E Lava Hot Springs, Idaho 83246 |

ARTICLE VIII. MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts of proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe, as provided in the Bylaws.

ARTICLE IX. CANCELLATION OF MEMBERSHIP

Members may voluntarily withdraw their membership at any time thereby excusing themselves from future membership dues as well as all privileges and responsibilities associated

with the Corporation. Voluntary withdrawal must be performed in accordance with the Bylaws of the Corporation.

ARTICLE X. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

ARTICLE XI. LIABILITY

No member of the Corporation shall be personally liable for the debts, liabilities or other obligations of the Corporation. The Corporation shall defend and indemnify the officers, directors, employees and agents of the Corporation to the fullest extent allowed by the Act.

ARTICLE XII. INCORPORATOR

The name and street address of the incorporator is Dan Dimick, 8742 S. Sunnyside Rd., Lava Hot Springs, Idaho 83246.

Dan Dimick: Dan Dimick Date: 11-18-10