

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

AMERICAN FALLS-ABERDEEN AREA GROUNDWATER
USERS ASSOCIATION, INC.
File Number C 109625

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 AMERICAN FALLS-ABERDEEN AREA GROUNDWATER USERS ASSOCIATION, INC. 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 1, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION
OF

MAR 1 9 56 AM '95

AMERICAN FALLS-ABERDEEN AREA GROUNDWATER USERS ASSOCIATION, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be AMERICAN FALLS-ABERDEEN AREA GROUNDWATER USERS ASSOCIATION, INC.

ARTICLE II

This corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

This corporation is not organized for pecuniary profit or gain. There shall be no capital stock. The initial registered agent of the corporation is Henry R. Boomer, 376 Roosevelt, American Falls, Idaho, 83211.

ARTICLE V

This corporation shall have the management vested in the Board of Directors, consisting of five directors, along with one non-voting ex-officio member, who shall serve in an advisory capacity.

The names and addresses of the initial Board of Directors are set out as follows:

Marc Foster
PO Box AE
Aberdeen, ID 83210
(208) 397-5232

Gary Gehring
3648 Gehring Rd.
American Falls, ID 83211
(208) 226-2142

Larry Elliott
2988 W. 1400 S.
Aberdeen, ID 83210
(208) 397-4664

Tim Deeg
2957 Deeg Rd.
American Falls, ID 83211
(208) 226-5588

Monte Funk
PO Box 360
American Falls, ID 83211
(208) 226-5207

Ben Cavaness (ex officio)
895 Fillmore
American Falls, ID 83211
(208) 226-5201

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ARTICLE VI

The purpose of this corporation is to represent the interests of the American Falls - Aberdeen area groundwater users affected by the matter of the delivery call of A & B Irrigation District for the delivery of ground water now pending before the Idaho Department of Water Resources of the State of Idaho; to defend against other such calls that may occur in the future; to do all things necessary to accomplish such purposes, including but not necessarily limited to the retaining of legal counsel, hydrologists, and other experts including lobbyists, to join with other associations having similar goals; to participate in related legal and political matters; and generally to promote and allow maximum beneficial use of waters within the State of Idaho and to promote greater dependability of water supplies available to all uses.

ARTICLE VII

There shall be one class of membership in this corporation and each member shall be entitled to one vote per each groundwater irrigated acre of land located within the Eastern Snake Plain Aquifer.

ARTICLE VIII

All of the incorporators subscribed hereto are of full age and are citizens of the United States.

ARTICLE IX

This organization shall have powers to lease, purchase, hold, and sell or convey property and to enter into any business transaction necessary for corporation purposes.

ARTICLE X

Officers and Directors of this organization shall be elected by the members at the annual meeting. The number of officers and directors and all other matters relating to the management of the corporation shall be set out in the bylaws.

ARTICLE XI

No part of the net earnings of the corporation shall inure to benefit of or be distributable to its members, directors, officers or other private persons, except that this Corporation

shall be authorized and empowered to reimburse members for out of pocket expenses incurred on behalf of the corporation and to make payments and distributions in furtherance of the purposes set forth in these Articles.

ARTICLE XII

The undersigned incorporators shall act as and shall constitute the initial Board of Directors until the first annual meeting and election is held.

ARTICLE XIII

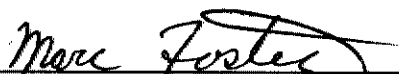
These Articles may be altered and amended at any meeting of the organization providing a quorum is present, by a majority vote of the members present at such meeting.

ARTICLE XIV

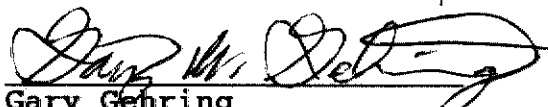
Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations created and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under subsection 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provision of any future State internal revenue law, as the Board of Directors may determine.

Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as the court may determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have made, signed, and acknowledged this certificate of incorporation this 5 day of ~~September~~ ^{December}, 1994.



Marc Foster
PO Box AE
Aberdeen, ID 83210



Gary Gehring
3648 Gehring Rd.
American Falls, ID 83211

Larry Elliott
Larry Elliott
1356 S. 3000 W.
Aberdeen, ID 83210

Monte Funk
Monte Funk
PO Box 360
American Falls, ID 83211

Tim Deeg
Tim Deeg
2957 Deeg Rd.
American Falls, ID 83211

Ben Cavaness
Ben Cavaness (ex officio)
895 Fillmore
American Falls, ID 83211

STATE OF IDAHO)
) ss.
County of Power)

On this 5 day of December, 1994, before me, the undersigned Notary Public in and for said State, personally appeared MARC FOSTER, LARRY ELLIOTT, MONTE FUNK, GARY GEHRING, TIM DEEG, AND BEN CAVANESS, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

(Seal)

Henry R. Boome
NOTARY PUBLIC for Idaho
Residing at American
Falls, ID