



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

TIMBERDOME CANAL CO., INC.

was filed in the office of the Secretary of State on the *first* day of *July* A.D., One Thousand Nine Hundred *seventy-six* and ~~will be~~ *will be* duly recorded on ~~Film-Not~~ *microfilm* of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code ~~and pursuant to Section 30-804, 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

Moore, Idaho

in the County of

Butte

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 *first* day of *July*, A.D., 19 *76*.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

RECEIVED
ARTICLES OF INCORPORATION

OF

TIMBERDOME CANAL CO., INC.

1 AM 8 27
SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS: That we, TIMBERLINE BEEF, INC., an Idaho Corporation, GRANT DANIELS, BOYD BURNETT, RODNEY S. PEARSON, M. TODD PERKES, JOHN McAFFEE, and SOELBERG FARMS, INC., have associated ourselves together with the purpose of forming a body corporate, in accordance with the provisions of the non-profit corporation Laws of the State of Idaho, and do hereby make, execute and acknowledge these Articles in writing.

ARTICLE I.

The name of the Corporation is TIMBERDOME CANAL CO., INC.

ARTICLE II.

The period of its duration shall be perpetual.

ARTICLE III.

The objectives and purposes for which said Corporation is formed are:

(a) To construct, maintain, purchase, lease and operate an agricultural irrigation system for its members, including any related facilities as may be necessary, all of which activities of the Corporation shall be for the benefit of its shareholders, and not for the purpose of gain to the Corporation.

(b) To acquire or lease, maintain, and operate machinery and equipment for the use and benefit of the members.

(c) To hold, purchase, acquire, lease and convey real and personal property; to borrow money for the use and needs of the Corporation; and to pledge and/or mortgage real, personal, and intangible property of said Corporation, as security for indebtedness incurred.

(d) To levy assessments upon its members for: the acquisition by lease, purchase, or otherwise, of lands; the construction, operation, maintenance of equipment and facilities and improvements thereto; the payment of the lawful obligations of the Corporation.

(e) To sue and to be sued, complain and defend in any court of law or equity.

(f) To have a Corporate Seal which may be altered at pleasure, and to use the same by causing it or a facsimile of it, to be impressed or affixed or reproduced or otherwise.

(g) To elect such officers and appoint such agents as the business of the Corporation shall require and to allow such appointed agents suitable compensation.

(h) To make Bylaws not inconsistent with the Constitution or laws of the United States, or of this State, for the management of its property; the operation of its business; and the regulation and government of its affairs; and for the execution and transfer of its membership certificates.

(i) To do any and all things that may be incident to or conducive of the aforesaid objectives, or any of them, and exercise the usual powers of corporate bodies consistent with the laws of this state, except as herein prohibited or forbidden or restricted by the Bylaws of this Corporation.

ARTICLE IV.

The affairs of the Corporation are to be managed by the Board of Directors which consist of 7 members. The Directors shall be elected at the annual meeting of the shareholders and shall hold office until their successors are elected in accordance with the provisions of the Bylaws. The Incorporators, or the designees of Incorporators, shall serve as Directors until the first annual meeting of the shareholders, or until their successors are duly elected, and they are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES SUBSCRIBED FOR EACH</u>
RODNEY A. PEARSON	Moore, Idaho	One (1)
GRANT DANIELS	Darlington, Idaho	One (1)

BOYD BURNETT	Moore, Idaho	One (1)
RODNEY S. PEARSON	Moore, Idaho	One (1)
M. TODD PERKES	R#1, Arco, Idaho	One (1)
JOHN McAFFEE	Darlington, Idaho	One (1)
BRUCE SOELBERG	Arco, Idaho	One (1)

ARTICLE V.

The Board of Directors of the Corporation shall elect a President, Vice-President, Secretary and a Treasurer, which latter two offices may be combined. Each Officer shall serve a term of one (1) year, or until his successor is elected and qualified pursuant to the By-laws.

ARTICLE VI.

SECTION 1: The authorized Capital Stock of this Corporation shall be \$50,000.00, divided into 5,000 shares of a par value of \$10.00 each.

SECTION 2: Ownership of the shares shall be limited to corporations, partnerships and natural persons who own or have a possessary right to farm lands which may be conveniently and economically served by the water production and delivery system of the Corporation.

SECTION 3: Share ownership shall represent the right to share, proportionately with other shareholders of the Corporation in the use and facilities of the Corporation, subject to the provisions of the By-laws and Regulations adopted by the Board of Directors, and from time to time duly amended and/or supplemented.

SECTION 4: Shares in this Corporation shall be transferrable and subject to mortgage or pledge only on approval of the Board of Directors. This restriction shall be recited on all Share Certificates issued.

ARTICLE VII.

Further provisions for the management of the Corporation, the qualifications of membership, the conduct of its affairs, and the powers, duties and privileges of its directors, officers, committees and membership shall be as set forth in the By-laws and any amendments thereof.

ARTICLE VIII.

The address of the initial Registered Office of the Corporation is the residence of RODNEY S. PEARSON, Moore, Idaho, and the name of its Initial Registered AGent at such address is: RODNEY S. PEARSON.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, this 29 day of June, 1976.

TIMBERLINE BEEF, INC.,

ATTEST:

[Signature]
Secretary

By:

[Signature]
Rodney A. Pearson - President

[Signature]
Grant Daniels

[Signature]
Boyd Burnett

[Signature]
Rodney S. Pearson

[Signature]
M. Todd Perkes

[Signature]
John McAfee

SOELBERG FARMS,

ATTEST:

(Seal) [Signature]
Secretary

By:

[Signature]
Exie Soelberg - President
Exie

STATE OF IDAHO)
 : ss.
County of Butte)

ON This 29th day of June, 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared GRANT DANIELS, BOYD BURNETT, RODNEY S. PEARSON, M. TODD PERKES and JOHN McAFFEE, 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 affixed my official seal, the day and year in this certificate first above written.

(SEAL)

Mary E. Price
Notary Public for Idaho,
Residing at Arco, Idaho.

STATE OF IDAHO)
 : ss.
County of Butte)

On this 29th day of June, 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared RODNEY A. PEARSON and ELIDA S. PEARSON, known to me to be the President and Secretary, respectively, of TIMBERLINE BEEF, INC., the Corporation that executed the foregoing instrument, and acknowledged to me that they executed the instrument on behalf of said Corporation, and acknowledged to me that the said Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)

Mary E. Price
Notary Public for Idaho,
Residing at Arco, Idaho.

STATE OF BuTTe)
 :
County of Idaho)

On this 24th day of June, 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared Exie Soelberg and Renee Page, known to me to be the President and Secretary, respectively, of SOELBERG FARMS, INC., the Corporation that executed the instrument, or the persons who executed the instrument on behalf of said Corporation, and acknowledged to me that the said Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)

Clarence Soelberg
Notary Public for Idaho,
Residing at Arco, Idaho