



**CERTIFICATE OF INCORPORATION
OF**

GLENCOE IRRIGATION COMPANY

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 GLENCOE
IRRIGATION COMPANY

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 May 2, 1988.



Pete T. Cenarrusa
SECRETARY OF STATE

Sada M. Mauch
Corporation Clerk

ARTICLES OF INCORPORATION
OF
GLENCOE IRRIGATION COMPANY

RECEIVED
SEC. OF STATE

1988 MAY 2 AM 10 40

We, the undersigned incorporators, being persons legally competent to enter into contracts, for the purpose of forming a nonprofit corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME AND NONPROFIT STATUS

The name of the corporation is: GLENCOE IRRIGATION COMPANY, and is organized at Preston, Franklin County, Idaho and it shall be a nonprofit corporation.

ARTICLE II

DURATION

The time of duration of this corporation is perpetual, subject to dissolution as authorized by law.

ARTICLE III

PURPOSE

The purposes of this corporation are as follows:

- (a) to own water rights and to own and maintain canals and ditches for the delivery of water.

(b) To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, and dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the corporation.

(c) To engage in any business whatsoever, either as principal or as agent, or both, which the corporation may determine convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; and to have and acquire all the powers authorized by the laws of the State of Idaho under which the corporation is formed, whether expressly set forth in this article or not, as such laws are now in effect or may at any time hereafter be amended or enacted.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be: 5598 East Highway 36, Preston, Idaho 83263, and the initial registered agent shall be: BOB L. ERICKSON.

A place of business and branch offices for the conducting or carrying on of any portion of the business may be established in any state, territory, or possession of the United States of America in which a corporation having the above powers can legally function, and the corporation may have one office or more than one office and keep the books of the corporation outside the State of Idaho.

ARTICLE V

AUTHORIZED SHARES

The capital stock of the corporation shall amount to Fifty Thousand Dollars (\$50,000.00). The capital stock of the corporation shall be divided into one thousand (1000) shares of Common Stock at Fifty Dollars (\$50.00) par value. At such time as the Board of Directors may by resolution direct, said capital stock shall be paid into the corporation either in cash or by the sale and transfer to it of real or personal property and any other valuable right or thing for the use and purpose of the said corporation, in payment for which shares of the capital stock of the corporation will be issued and the capital stock so issued shall thereupon and thereby become and be fully paid-up and nonassessable forever, and in the absence of actual fraud in the transactions, the judgement of the Board of Directors as to the value of the property purchased shall be conclusive. The corporation by the action of its shareholders, is authorized to increase, decrease or reclassify its stock, or to recall the same. In addition to its capital stock, the corporation may accept additional cash or property as paid-in surplus.

ARTICLE VI

INCORPORATOR

The names and post office addresses of the incorporators and the number of shares for which they subscribe are as follows:

<u>NAME & ADDRESS</u>	<u>NUMBER OF SHARES</u>
	<u>South Ditch Stock</u>
BOB ERICKSON 5598 East Highway 36 Preston, ID 83263	218
GARLAND RASMUSSEN 5487 East Highway 36 Preston, ID 83263	40
KENT KELLER 5327 East Highway 36 Preston, ID 83263	36
ARDEN RASMUSSEN 5273 East Highway 36 Preston, ID 83263	9
RICHARD FREE 6843 East Highway 36 Preston, ID 83263	18
	<u>Lower Ditch Stock</u>
BRYCE EGLEY 4713 East Highway 36 Preston, ID 83263	180
LYLE CHRISTENSEN 4798 East Highway 36 Preston, ID 83263	106
W. HUGH HANSEN 4083 East Highway 36 Preston, ID 83263	53
	<u>Upper Ditch Stock</u>
BOB L. ERICKSON 5598 East Highway 36 Preston, ID 83263	61
GARLAND RASMUSSEN 5273 East Highway 36 Preston, ID 83263	92

RICHARD FREE
6843 East Highway 36 56
Preston, ID 83263

JIM CALL
6745 North 5600 East 112
Preston, ID 83263

ARTICLE VII

BOARD OF DIRECTORS

The name and post office address of each of the proposed members of the initial Board of Directors are as follows:

BOB L. ERICKSON
5598 East Highway 36
Preston, ID 83263

JIM CALL
6745 North 5600 East
Preston, ID 83263

CARL CHRISTENSEN
8964 East Mink Creek
Preston, ID 83263

ARTICLE VIII

CORPORATE AFFAIRS

The method and manner of holding director's meetings and stockholder's meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-Laws of the corporation and by the laws of the State of Idaho.

ARTICLE IX

AMENDMENTS TO ARTICLES

These articles may be amended in any respect conform-

able to the laws of the State of Idaho and by a vote of the required percentage of stockholders as required by the laws of the State of Idaho in a meeting of stockholders called for that purpose as prescribed by law.

ARTICLE X

ADOPTION AND AMENDMENTS TO BY-LAWS

The initial Bylaws of the corporation shall be adopted by the Board of Directors and the shareholders of the corporation may repeal and amend the By-Laws of the corporation and adopt new By-Laws.

IN WITNESS WHEREOF, I hereunto set my hand and seal this 21st day of April, 1988.

Bob L. Erickson
BOB L. ERICKSON

Jim Call
JIM CALL

Garland Rasmussen
GARLAND RASMUSSEN

Kent Keller
KENT KELLER

Arden Rasmussen
ARDEN RASMUSSEN

Richard Free
RICHARD FREE

Bryce Egley
BRYCE EGLEY

Lyle Christensen
LYLE CHRISTENSEN

W. Hugh Hansen
W. HUGH HANSEN