



CERTIFICATE OF INCORPORATION  
OF

HELL'S CANYON IRRIGATION SPECIALTIES, INC.

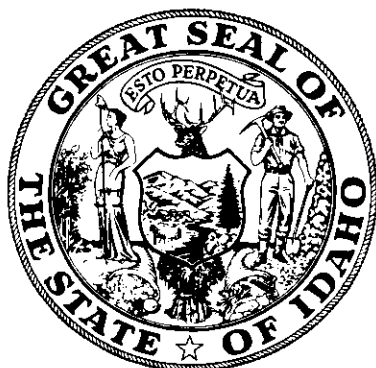
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

HELL'S CANYON IRRIGATION SPECIALTIES, INC.,

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 \_\_\_\_\_, 19 79.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

FILED  
10-26-79

9:00 am

ARTICLES OF INCORPORATION  
OF

HELL'S CANYON IRRIGATION SPECIALTIES, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation is HELL'S CANYON IRRIGATION  
~~SPECIALTIES~~, INC.  
SPECIALTIES

II.

The period for which this corporation shall exist shall be perpetually from and after the date of the filing of these Articles of Incorporation.

III.

The purpose or purposes for which this corporation is organized are:

- (a) To transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
- (b) To do, conduct and transact generally the business of the sale and service of irrigation equipment, and to do all things and exercise all powers and perform all functions which such a business is authorized or empowered to do, exercise or perform under and by virtue of the laws of the State of Idaho, or which it may be by law hereafter authorized to do or perform.
- (c) To operate and carry on the business of owning and operating, buying and selling, and maintaining commercial real estate of any kind and nature, in all of its interrelated and allied aspects.
- (d) To have and to use a corporate seal which may be altered at pleasure.
- (e) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell,

pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

(f) To appoint such officers and employees and agents as the business of the corporation may require and to allow them compensation.

(g) To enter into contracts or obligations of any kind or type essential, necessary or proper to the transactions of its ordinary affairs or for the purpose of the corporation.

(h) To conduct business in the State of Idaho or other states and territories of the United States and in foreign countries and to have one or more offices and places of business in or out of the State of Idaho and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate within or without the State of Idaho.

(i) To apply for, acquire, hold, use, own, operate, dispose of by sale, or otherwise, mortgage, hypothecate, lease and/or sell and grant licenses in respect of patents, trade marks, trade names, inventions, improvements, processes, copyrights and licenses therefor.

(j) To execute, issue, negotiate promissory notes, bills of exchange, bonds, debentures, negotiable instruments, securities and other obligations of this corporation, and to secure any of the same by pledge, mortgage, deeds of trust or other hypothecation of any/or all of the property of the corporation.

(k) In connection with the carrying on of the business of the corporation, to lend and advance money, credit, property of the corporation, and to render aid by guarantee or in any other manner gratuitously or on such terms as may seem expedient on open account, secured or unsecured, to any person, firm, association or corporation.

(l) To purchase, subscribe for, or to otherwise acquire, own, manage, hold, use, operate, lease, mortgage, hypothecate, pledge, exchange, assign, transfer, sell, or otherwise dispose of immovable and movable property of every kind and description, including shares of stock, bonds, indentures, notes, evidences of indebtedness and other securities, contracts or obligations of this or any other corporation, association or firm, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidence of indebtedness or securities of this or any other corporation and to receive, collect and dispose of the interest, dividends, and income arising from such property and to possession and exercise in respect thereof all the rights, powers and privileges of ownership including all voting powers or any stocks or other securities so owned, controlled, managed or operated.

1  
2 (m) Generally to do any and all things necessary or  
3 proper in carrying on the business of the corpora-  
4 tion and to enter into, make, perform, and carry out  
5 contracts, leases and franchises of every kind and  
6 nature relating to or connected with the business or  
7 any phase thereof in which the corporation may be or  
8 is from time to time engaged upon, and to do every-  
9 thing necessary, proper, or useful for the accomplish-  
10 ment of the objectives and principles herein enumera-  
11 ted or necessary, proper or convenient to the benefit  
12 of the corporation for the furtherance of its  
13 business propositions.

14 (n) The foregoing clauses are to be considered as  
15 objectives, purposes and powers and the enumeration  
16 of specific powers shall not limit or restrict in  
17 any manner the powers of the corporation, it being  
18 the intention that the objectives and powers speci-  
19 fied in this or any other articles herein shall in  
20 nowise be limited or restricted by reference to or  
21 by inference from the terms of any other article  
22 or clause thereof, but the same may be and is  
23 extended thereby.

24 IV.

25 The aggregate number of shares which the corporation shall  
26 have authority to issue shall be ONE HUNDRED THOUSAND DOLLARS  
27 (\$100,000.00), divided into ONE THOUSAND (1,000) shares of the  
28 par value of ONE HUNDRED DOLLARS (\$100.00) per share, all of equal  
29 classification, without priority one over the other.

30 V.

31 The address of the initial registered office of the cor-  
32 poration is 141 East Second Street, Weiser, Idaho 83672  
and the name of its original registered agent at such address is  
Jack Cahill.

33 VI.

34 The number of Directors of the corporation shall be not  
35 less than three, and may be increased to additional numbers from  
36 time to time by resolution of a majority of the shareholders.

37 The number of Directors constituting the initial Board  
38 of Directors of the corporation is three (3), and the names and  
39 addresses of the persons who are to serve as Directors until  
40 the first annual meeting of shareholders or until their successors

1 are elected and shall qualify are:

2

<u>NAME</u>	<u>ADDRESS</u>
3 Jack Cahill	Route 1, Weiser, Idaho 83672
4 John Witte	Route 1, Weiser, Idaho 83672
5 Ardith Witte	Route 1, Weiser, Idaho 83672

6 VII.


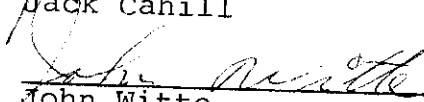
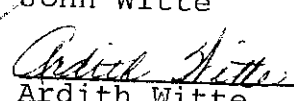
7 The manner, time and place of holding the general annual  
8 meeting, adjourned meetings and special meetings of the stock-  
9 holders and of the Directors of this corporation, and the method  
10 of conducting the business of this corporation, shall be provided  
11 by the By Laws hereinafter to be adopted by this corporation.

12 VIII.

13 The name and adress of each incorporator is:

14

<u>NAME</u>	<u>ADDRESS</u>
15 Jack Cahill	Route 1, Weiser, Idaho 83672
16 John Witte	Route 1, Weiser, Idaho 83672
17 Ardith Witte	Route 1, Weiser, Idaho 83672

18   
19 Jack Cahill  
20   
21 John Witte  
22   
Ardith Witte

23 DATED: October 18 1979.

24 STATE OF IDAHO )  
25 County of Washington ) ss

26 On this the 18<sup>th</sup> day of October, 1979, before me, the  
27 undersigned, a Notary Public in and for the State of Idaho,  
28 personally appeared JACK CHAILL, JOHN WITTE and ARDITH WITTE,  
29 known to me to be the persons whose names are subscribed to the  
foregoing Articles of Incorporation, and acknowledged to me that  
they executed the same.

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

31   
32 Notary Public for Idaho  
Residing at Weiser, Idaho