



CERTIFICATE OF INCORPORATION  
OF

IDAHO WATER RIGHTS DEFENSE, INC.

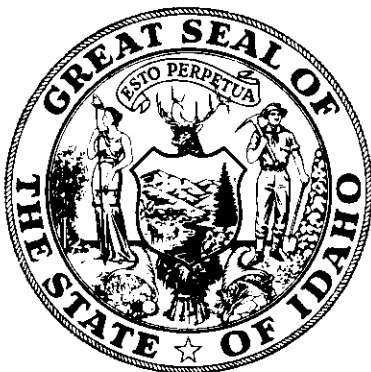
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

IDAHO WATER RIGHTS DEFENSE, 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 June 27, , 19 84 .



SECRETARY OF STATE

Corporation Clerk

J. 77

ARTICLES OF INCORPORATION  
OF  
IDAHO WATER RIGHTS DEFENSE, INC.

We, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a non-profit corporation for the purposes hereinafter stated and pursuant to the provisions of Chapter 3 of Title 30 of the Idaho Code, and all acts amendatory thereto and supplemental thereof, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be Idaho Water Rights Defense, Inc.

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof. The purposes for which this corporation is created are non-profit and shall never include pecuniary profits, gain or private advantage for

the incorporators, trustees, officers, agents or for the corporation. The purposes for which said corporation is formed are:

A. To promote social welfare by encouraging the preservation of the present policy in the State of Idaho through litigation, passage of the legislation, or otherwise that uses of water for irrigation, municipal, industrial purposes and the like are superior to uses for power production so that water resources can continue to be developed and used for such purposes within the Snake River Basin area and increasing public awareness of the issues involved.

B. To generally engage in, conduct, promote, support, or contribute to, any activities, projects, businesses, or endeavors whose purposes are solely non-profit and which do not in any way contemplate pecuniary gain or profit.

C. To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the purpose described in A above.

D. No part of the net earnings of the corporation shall inure to the benefit of any officer of the corporation or any private individual (except that reasonable compensation may be

paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, officer of the corporation or private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

E. Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(4) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

F. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to an organization which would then qualify under the provisions of Section 501(c)(3) or (4) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

The location and street address of the registered offices of the corporation, and the initial registered agent at such address, shall be;

Kent W. Foster, Partner  
HOLDEN, KIDWELL, HAHN & CRAPO  
330 Shoup Avenue  
P. O. Box 129  
Idaho Falls, ID 83402

#### ARTICLE V

The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the By-Laws.

#### ARTICLE VI

The management of all the affairs, property and interest of the corporation shall be vested in a Board of Directors as provided for in the By-Laws.

The names and post office addresses of the initial Board of Directors are as follows:

Verl Andrew  
1268 East 17th St.  
Idaho Falls, ID 83401

Forrest Hymas  
P. O. Box 89  
Jerome, ID 83338

William Lanting  
Route 1, Box 4575  
Twin Falls, ID 83301

Lowell Moore  
P. O. Box 207  
Roberts, ID 83444

Elaine Martin  
Route 4, Box 4634  
Jerome, ID 83338

These individuals shall serve as directors until their successors are elected and qualified.

#### ARTICLE VII

The name and address of the incorporator is as follows:

Verl Andrew  
1268 E. 17th Street  
Idaho Falls, ID 83401

#### ARTICLE VIII

These Articles may be amended by a two-thirds vote of the members of said corporation entitled to vote on amendments to the Articles of Incorporation as provided by the By-Laws.

#### ARTICLE IX

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision 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 organization or organizations organized and operated exclusively for one of the purposes authorized under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the membership shall 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Under no circumstances shall any of the property or assets of this corporation during the existence and/or upon the

dissolution thereof go and be distributed to any officer,  
member or subsidiary of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 30<sup>th</sup> day of May, 1984.

Verl Andrew  
Verl Andrew

STATE OF IDAHO                    )  
  ) ss.  
County of Bonneville )

On the 30<sup>th</sup> day of May, 1984, before me, the  
undersigned, a Notary Public, in and for the State of Idaho,  
personally appeared Verl Andrew, known or identified to me to  
be the person whose name is subscribed to the within Articles  
of Incorporation and acknowledged to me that he 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)

Gayle A. Lorens  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: Non-Expiring