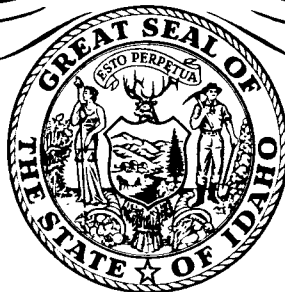


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

RYE GRASS IRRIGATION COMPANY

was filed in the office of the Secretary of State on the **Second** day of **April**, A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ duly recorded on ~~film~~ **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.

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

Mountain Home

in the County of

Elmore.

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 **2nd** day of **April**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

RYE GRASS IRRIGATION COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are natural persons of full age, and are citizens of the United States and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Idaho, and we do hereby certify:

I

That the name of this corporation shall be RYE GRASS IRRIGATION COMPANY.

II

The purposes for which this corporation is formed are as follows:

1. To acquire, hold, own, maintain and control waters from the Snake River, or other sources of supply, and to deliver and distribute the same at cost to its stockholders owning land in the area susceptible of irrigation from the pumping plant and pipeline system to be constructed by the corporation, equitably and ratably, for irrigation purposes, in proportion to the number of shares of stock, under the following conditions: (1) The corporation will fix, charge and collect from its stockholders assessments and maintenance charges based upon the number of shares of stock held by each stockholder or proportioned to the amount of water used, or by both of said methods. (2) It will deliver water to no one who has not purchased one share of stock of the corporation for each acre or fractional part thereof of irrigable land owned or filed on for desert entry by him within the area served by the corporation's distribution system, and agreed with the corporation that such stock shall be transferable only with the land for which it is issued and that the water delivered shall be used only on the land for which it is issued, provided that the corporation may under such rules as the board of directors shall establish, deliver the water appurtenant to one parcel of land upon other land in the area served by the corporation upon the written direction and consent of the owner of the first parcel, filed with the corporation, which direction and consent shall not be valid for a longer term than three (3) years; provided, further, that in case any land for which the owner has purchased stock as above specified shall become nonirrigable for any reason, and the owner shall file with the corporation a

written disclaimer to all future right to receive water from the corporation, and make due proof to the satisfaction of the corporation that such land is nonirrigable, the corporation may permit such stock to be transferred to other land in the area served by the corporation.

2. To construct, own, operate and control pumping plants, pipelines and other apparatus necessary and convenient for the purposes of supplying irrigation water to its stockholders, and to acquire, own, operate and manage irrigable lands within the area served by its distribution system and to sell such lands to bona fide settlers and operators of lands in such area.

3. To borrow money, and to make and issue notes, bonds, debentures and evidence of indebtedness of all kinds, whether secured by mortgage or otherwise, without limit as to amount, and to generally make and perform agreements and contracts of every nature pertaining to its general business.

4. To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by the corporation.

5. In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties, and the performing of all other acts which may be incidental to the proper carrying on of said corporation.

6. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this State or throughout the United States, and elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

III

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

IV

The principal place of business, registered office and post office address of the registered office of said corporation shall be at Mountain Home, Idaho.

V

The authorized capital stock of said corporation shall be thirty-thousand (30,000) shares of the par value of One Dollar (\$1.00) per share, all common stock, making the total authorized capital stock \$30,000.00.

VI

The number of directors of said corporation shall be not less than three (3), nor more than seven (7), the number to be fixed from time to time by the by-laws.

VII

The Board of Directors shall have the power to repeal and amend the by-laws of the corporation and adopt new by-laws at any meeting of the board called for that purpose on notice duly given as required by the by-laws. All by-laws shall be subject to amendment, alteration and repeal by the stockholders at any annual meeting or at any special meeting called for that purpose on notice given as required by the by-laws.

VIII

This corporation is not organized for pecuniary profit to its stockholders and is organized for non-profit purposes, and no part of any net earnings shall inure to the benefit of any stockholder or other individual.

IX

The following are the names and post office addresses of the incorporators, together with the number of shares of stock subscribed by each:

Max A. Boesiger	700 North 3rd East Street Mountain Home, Idaho	1 share
Foster McGuire	435 North 11th East Street Mountain Home, Idaho	1 share
Willis Carrie	750 South 3rd West Street Mountain Home, Idaho	1 share
Gene Morrison	1193 North 9th East Street Mountain Home, Idaho	1 share
Arden Drake	940 North 9th East Street Mountain Home, Idaho	1 share
Norma McGuire	435 North 11th East Street Mountain Home, Idaho	1 share
Nelson O. Griffith	435 East 10th North Street Mountain Home, Idaho	1 share

X

Until the first annual meeting of the stockholders and the election and qualification of the officers, Gene Morrison, Mountain Home, Idaho, shall be president, Max A. Boesiger, Mountain Home, Idaho, shall be vice president, Norma McGuire, Mountain Home, Idaho, shall be secretary and Nelson O. Griffith, Mountain Home, Idaho, shall be treasurer.

XI

To be eligible to any of the above named offices of this corporation, a person must be the owner of at least one (1) share of the capital stock of this corporation, as shown by the books of the corporation, and any other person duly qualified may hold one (1) or more offices in the corporation.

XII

Until the first annual meeting of stockholders and election and qualification of directors, Max A. Boesiger, Mountain Home, Idaho, Foster McGuire, Mountain Home, Idaho, Willis Carrie, Mountain Home, Idaho, Norma McGuire, Mountain Home, Idaho, Arden Drake, Mountain Home, Idaho, James W. Carrie, Mountain Home, Idaho, and Gene Morrison, Mountain Home, Idaho, shall be the members of the Board of Directors.

IN WITNESS WHEREOF, We have hereunto set our hands and
seals this 31st day of March, 1965.

Willis Carrie
Max Boesiger
Foster McGuire
Gene Morrison
Arden D. Drake
Norma McGuire
Nelson O. Griffith

STATE OF IDAHO,)
) ss.
COUNTY OF ELMORE.)

On this 31st day of March, A. D. 1965, before me, the under-
signed a Notary Public in and for said State, personally appeared
Max A. Boesiger, Foster McGuire, Willis Carrie, Gene Morrison,
Arden Drake, Norma McGuire and Nelson O. Griffith, known to me to
be the persons whose names are subscribed to the within instru-
ment 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.

Carolyn Hickson
Notary Public for Idaho
Residing at Mountain Home, Idaho