



CERTIFICATE OF INCORPORATION  
OF

ISLAND WARD CANAL COMPANY LIMITED

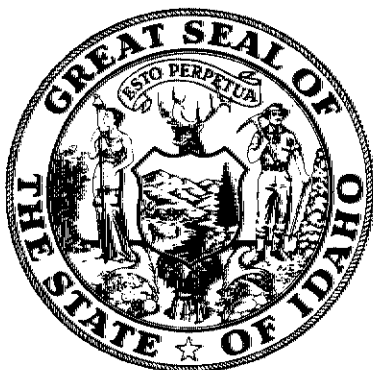
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

ISLAND WARD CANAL COMPANY LIMITED

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 \_\_\_\_\_ November 5 \_\_\_\_\_, 19 85 .



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Steph J. Cook*  
Corporation Clerk

RECORDED  
678 611  
ARTICLES OF INCORPORATION

OF 65 NOV 5 11 8 56

ISLAND WARD CANAL COMPANY LIMITED

A Nonprofit Corporation

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KNOW ALL MEN BY THESE PRESENTS:

The following Articles of Incorporation are hereby adopted pursuant to the Nonprofit Organization Act.

1. Name.

The name of this non-profit organization is ISLAND WARD CANAL COMPANY LIMITED.

2. Nonprofit Corporation.

This corporation is non-profit corporation organized under the Idaho Nonprofit Corporation Act.

3. Duration.

This nonprofit corporation shall have perpetual duration.

4. Purposes.

This non-profit corporation is formed for the following purposes:

1. To manage, control, operate and maintain an irrigation system for the purpose of operating water rights presently owned or to be acquired by the stockholders of this corporation. Said operation shall include water rights of whatever nature including storage water, sub-water or leased water as was previously owned by the Island Ward Canal Company Limited incorporated heretofore.

2. To control, operate and maintain irrigation systems now existing or to be constructed and established in the future; also, for the purpose of carrying water owned by the stock holders hereof to their respective lands all for the purposes of irrigation of lands under said irrigation system; to maintain and control irrigation, wells and water therefore, and to distribute the same; to fix, charge, and collect, from the stockholders assessments and maintenance charges based on the number of shares of stock held by each person, or in proportion to the amount of water used or owned, or by both the said methods, or by assessment by the capitol stock, levied in accordance with the laws of the State of Idaho, or by such other methods that may be subscribed in the By-Laws of said Corporation; to operate and maintain wells for irrigation pumps, power lines, canals, ditches, and any and all other diversion works for the development and diversion of water for irrigation and domestic purposes, and generally to do any and all things necessary or proper to be done in conducting the business of supplying the stockholders with water or carrying water to its stock holders for use, and other useful and beneficial purpose.

3. To borrow money and make and issue notes, bonds, debentures, obligations and evidence of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and nature.

4. To do all and everything necessary, suitable and proper for the accomplishmnet of any of the purposes or attainment of any of the objects of the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or other individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or arising out of or connected with the aforesaid business or powers, or any part thereof; provided the same be not inconsistent with laws under which this Corporation is organized.

inconsistent with laws under which this Corporation is organized.

5. To do or perform any act in furtherance of the purposes for which the corporation is organized according to the laws of the State of Idaho.

To achieve the specific purposes listed above this nonprofit corporation shall have all power to perform all functions authorized for nonprofit corporations by the Idaho Nonprofit Corporation Act including those functions and powers specifically enumerated in Section 30-307 Idaho Code.

4. Stock.

The total authorized number of shares which may be issued by the Corporation is Three Hundred (300) shares all of which is for no nominal or par value. The ownership of said stock shall be limited and shall be held and transferred as provided in the by-laws. At all meetings of the stockholders, each stockholder may vote by written proxy.

5. Registered Agent and Office.

The name of the initial registered agent and the name of the initial registered office of the Corporation is: Ross K. Clements at Route #1, Rexburg, Idaho 83440.

6. Directors.


The initial Board of Directors shall consist of five directors whose names and addresses are as follows:

Dennis C. Rock	Route 1, Rexburg, Idaho	83440
Ross K. Clements	Route 1, Rexburg, Idaho	83440
Marvin Jones	Route 1, Rexburg, Idaho	83440
Bryant Wright	Route 1, Rexburg, Idaho	83440
Garr Widdison	Route 1, Rexburg, Idaho	83440

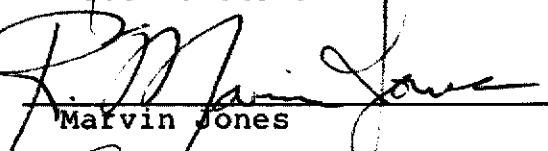
7. Incorporators.

The names and adresses of the incorporators is as follows:

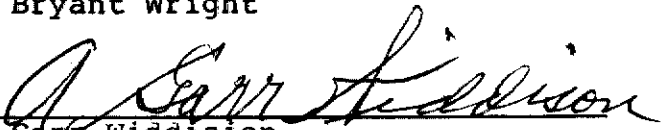
Dennis C. Rock	Route 1, Rexburg, Idaho	83440
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Dennis C. Rock

  
Ross K. Clements


  
Marvin Jones

  
Bryant Wright

  
Garr Widdison

STATE OF IDAHO                     )  
  :SS  
COUNTY OF MADISON             )

On this 7<sup>th</sup> day of July, in the year of 1985, before me, a Notary Public in and for said State, personally appeared DENNIS C. ROCK, ROSS K. CLEMENTS, MARVIN JONES, BRYANT WRIGHT and GARA WIDDISION, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

  
Notary Public  
Residing In: Rexburg, ID.  
My Commission Expires: 10/10/88