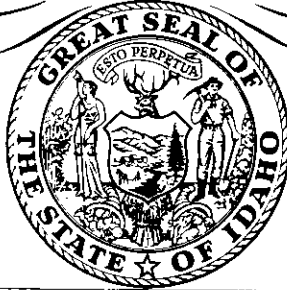


# State of Idaho



## 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

#### **MOUNTAIN VIEW IRRIGATION COMPANY, INC.**

was filed in the office of the Secretary of State on the **Eighth** day of **July**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **124** of Record of Domestic Corporations, of the State of Idaho, **30-804**, 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 **Twin Falls** in the County of **Twin Falls**

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 **8th** day of **July**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
MOUNTAIN VIEW IRRIGATION COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, JOHN AHRENDSEN of Buhl, County of Twin Falls, State of Idaho, RAYMOND J. RUFFING of Buhl, County of Twin Falls, State of Idaho, and VERLYN JAGELS of Buhl, County of Twin Falls, State of Idaho, each and all of whom are citizens of the United States and natural persons of full age, have this day voluntarily associated ourselves together for the purpose of forming a corporation for profit under the laws of the State of Idaho, and we do hereby certify and state:

ARTICLE I.

That the name of said corporation shall be MOUNTAIN VIEW IRRIGATION COMPANY, INC.

ARTICLE II.

That the nature of the business and the objects and purposes of this corporation shall be:

(a) To acquire water rights and to construct, or otherwise acquire, maintain, manage, operate and control an irrigation system to furnish domestic, stock and irrigation water/to land <sup>to be irrigated by the corporation</sup> situated within the State of Idaho and to do any act or thing necessary or convenient connected therewith for the purposes herein set forth or ancillary or related thereto including the establishing of rules and regulations for the use and distribution of water from any of its irrigation systems.

(b) To purchase, furnish, sell or otherwise provide, electric current and electric power, and supply electricity, electric power and electric current for lights, heat and power, and generally to engage in the business of a public utility,

either in connection with the purposes herein set forth, or otherwise; and to supply, furnish, provide and install poles, wires, appliances and equipment for carrying and conveying electricity.

(c) To apply for, purchase, acquire, hold, use, develop, license and dispose of and otherwise deal in inventions, improvements, patents, processes, trade marks and copy rights which may be necessary, useful, convenient for or incidental or auxiliary to the purposes of the corporation herein set forth.

(d) To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state and government.

(e) To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by, any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

(f) To apply for, secure, acquire by assignment, transfer, purchase, or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, rights, or privileges, which any government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in and contribute toward carrying the same into effect.

(g) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, co-operative or corporation.

(h) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

(i) In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

(j) To issue shares of its capital stock to its employees or persons actively engaged in the conduct of its business, or to trustees for such employees or persons as provided by section 30-120, Idaho Code; or in accordance with and to the extent that the corporation now or hereafter may be authorized so to do by any other statute or law now or hereafter in effect in said state.

(k) To insure the corporation against any detriment to be suffered by it arising out of or caused, whether proximately or otherwise, by any loss of, or damage or injury to, its property, or the default, incapacity, sickness or death of, or any accident or injury to any of its officers, agents, servants or employees while in its employment.

(l) To keep and maintain the corporation as a Western Hemisphere trade corporation and with full power and authority to make application for and to secure insurance issued by and under the authority of Foreign Operations Administration of the United States of America, for insurance protecting operations of corporations organized and existing under the laws of any state of the

United States transacting business outside of the territorial limits of the United States of America. Said corporation may perform any part of its business outside the state of Idaho, in the other states, in the District of Columbia, territories or possessions, or dependencies of the United States, as well as outside of the territorial limits of the United States of America.

(m) To do each and every thing necessary, suitable, useful or advisable for the accomplishment of any one or more of the objects of said corporation, or which shall, at any time, appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

(n) To transact and carry on any other lawful business, and to do any and all other acts and things and to exercise any and all other powers, that a co-partnership, co-operative or a natural person may transact, carry on, do or exercise, in the state of Idaho, and in any other state, country or place, and that now or hereafter may be authorized by law.

(o) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(p) To pay to the directors, as remuneration or compensation for their services as such officers, such sums as may be authorized by the By-Laws, the same to be divided among them in such portions and in such manners, as the directors may determine.

(q) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase, or otherwise acquire, to hold, own, to

mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, dependencies, possessions or colonies of the United States and outside of the territorial limits of the United States of America.

(r) To engage in joint ventures and to enter into contracts of partnership with other corporations, associations, or with individuals, for the carrying on of any business or the performance of any act herein authorized, or any business or act incidental thereto.

(s) Without in any particular limiting any of the objects or purposes or powers of the corporation, the business or purposes of the corporation shall be from time to time to do any one or more of all the acts and things herein set forth and all such other acts, things and business or businesses in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated, directly or indirectly, to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights as such a corporation may lawfully do; and in carrying on its business or for the purpose of attaining or furthering any of its objects, to do any and all acts and things and to exercise any and all other powers that a natural person or an association of individuals could do or exercise and which now or hereafter might be authorized by law; and either as or by or through principals, agents, attorneys, contractors, factors, lessors, lessees, or otherwise, and either alone or in conjunction with others, and in any part of the world; and in addition, to have and exercise all of the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the laws of the state

of Idaho authorizing the formation of such corporation and it is further expressly provided that the holders of all or any part of the shares of the capital stock of the corporation shall have the right from time to time, at their discretion, to create and form a voting trust.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers on the part of the stockholders of the corporation wherever herein so expressed or implied, as well as on the part of the corporation, and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers.

#### ARTICLE III.

The period of existence and duration of the life of this corporation shall be perpetual.

#### ARTICLE IV.

The location and post office address of the registered office of the corporation shall be P. O. Box 13, Twin Falls, Twin Falls County, Idaho.

#### ARTICLE V.

The total number of shares which this corporation is authorized to issue is One Hundred Sixty (160), all of which shares are without nominal or par value. Sixty of said shares shall be assessable and the balance of One Hundred shares shall be non-assessable. Such shares may be issued by the corporation from time to time, without action by the stockholders, for such consideration and upon such terms as may be fixed from time to time by the board of directors, and shares so issued, the full consideration for which as so fixed by the said board of directors has been

paid or delivered, shall be deemed fully paid, and no holder of any such share shall be liable for any further payment thereon. All shares of this corporation shall be of the same class, with equal rights in voting power, and without preferences and/or restrictions, except as herein provided.

#### ARTICLE VI.

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the board of directors, and as may be permitted by law.

#### ARTICLE VII.

That the total number of shares actually subscribed is three (3) shares; that the names of the subscribers and the number of shares respectively, for which they have subscribed, and the amounts to be paid by them respectively for such shares are as follows:

<u>NAME OF SUBSCRIBER AND POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT TO BE PAID</u>
John Ahrendsen, Buhl, Idaho	One	\$10.00
Raymond J. Ruffing, Buhl, Idaho	One	\$10.00
Verlyn Jagels, Buhl, Idaho	One	\$10.00

#### ARTICLE VIII.

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

(a) To make and alter By-Laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.



(b) If the By-Laws so provide, to designate two or more of its members to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the By-Laws of the corporation, have and exercise any and all of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

(c) Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors may deem expedient and for the best interests of the corporation.

(d) This corporation may in its By-Laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

(e) The names and residences of the persons who are appointed to act as directors until the selection and qualification of their successors, are as follows: John Ahrendsen, Buhl, Idaho; Raymond J. Ruffing, Buhl, Idaho; and Verlyn Jagels, Buhl, Idaho.

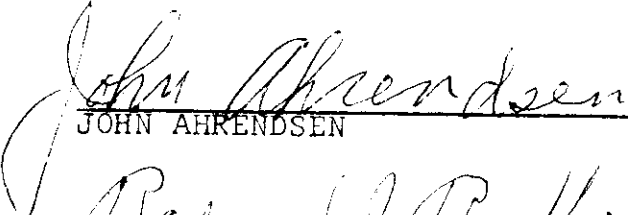
(f) The number of directors may be altered from time to time as may be provided in the By-Laws. In case of an increase


in the number of directors, the additional directors may be elected by the board of directors as shall be provided in the By-Laws.


ARTICLE IX.

This corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted, subject to this reservation. Said corporation reserves the further right to repeal and amend the By-Laws and to adopt new By-Laws and said right is hereby conferred upon the board of directors of the corporation.

WE, THE UNDERSIGNED, Being each one of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the state of Idaho, and in pursuance of the laws of the state of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively agree to take the number of shares of stock hereinbefore set opposite our names and accordingly have hereunto set our names this 5 day of July, 1963.

  
JOHN AHRENDSEN


  
RAYMOND J. RUFFING

  
VERLYN JAGELS

STATE OF IDAHO,                    )  
                                      ) ss.  
County of Twin Falls.    )

On this 5 day of July, 1963, before me, the undersigned,  
a Notary Public in and for said county and state personally  
appeared JOHN AHRENDSEN, RAYMOND J. RUFFING and VERLYN JAGELS,  
known to me to be the persons whose names are subscribed to the  
within instrument 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.

  
Notary Public for Idaho

Residing at: Twin Falls, Idaho