



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

FREEMAN-SLATTER PARK & IRRIGATION COMPANY

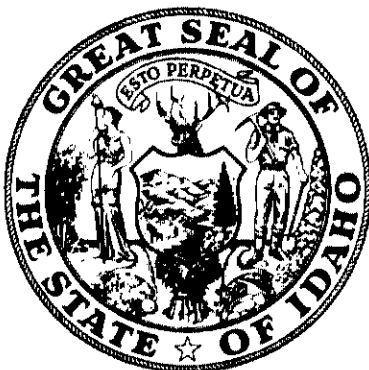
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

FREEMAN-SLATTER PARK & IRRIGATION COMPANY,

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 _____ **February 28** _____, 1991.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FEB 14 3 17 PM '91
SECRETARY OF STATE

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

FREEMAN-SLATTER PARK & IRRIGATION COMPANY

91 FEB 28 AM 10 59

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being competent citizens of the United States of America, and all of whom are residents of the State of Idaho, and all having reached the age of majority, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation, under and pursuant to the laws of the State of Idaho, Section 30-302, et al, of the Idaho Code, and we do hereby certify as follows:

I.

That the name of this corporation shall be FREEMAN-SLATTER PARK & IRRIGATION COMPANY.

II.

That this corporation is a non-profit corporation, and is not for pecuniary gain, or profit to the shareholders, or the members thereof, or any other person.

III.

That the existence of this corporation is to be perpetual.

IV.

That the purposes and objects for which this corporation is formed are as follows:

To establish, own, maintain, and to operate a park, used for a pumping and drainage systems, and park use for shareholders, and for an irrigation system, and a drain system for storm overflow, including irrigation pipe lines and laterals, and ditches for the irrigation of

certain lands located in the City of Fruitland, County of Payette, State of Idaho, and to conduct the water represented by such shares, and upon said lands, and to distribute such water thereto, to shareholders of this corporation in accordance with the number of shares held by each, and generally to do any and all things directly, or indirectly connected with the irrigation of such lands.

V.

That the post office address of said corporation shall be 306 N. W. 9th Street, Fruitland, Idaho 83619, and that the registered agent of the corporation shall be MICHAEL D. SMITH, of 204 N. W. 9th Street, Fruitland, Idaho 83619.

VI.

That membership in said corporation is limited to owners of lots in the Freeman-Slatter Subdivision, and one (1) share of stock shall be issued for each lot in the subdivision to the owner thereof, and said share shall be identified with the owner of the property and shall go with the property when transferred. The amount of stock to be issued shall be determined by the number of lots in the subdivision, which is 18 lots.

VII.

There shall be only one class of shares issued by the corporation, and holders of such shares shall be entitled to one (1) vote for each share owned by each shareholder.

VIII.

That the names and addresses of the persons who are to act in the capacity of directors until the election of their successors

are as follows:

JOHN C. KENNEDY
901 Pennsylvania Avenue, Fruitland, ID 83619;
MICHAEL D. SMITH
204 N. W. 9th Street, Fruitland, ID 83619;
STEVE BAKER.
107 N. W. 9th Street, Fruitland, ID 83619.


That the Board of Directors shall consist of three (3) members, and shall serve until replaced by elections as provided in the By-Laws of this corporation. That the number of directors shall be changed only by amendment to the By-Laws of the corporation, by increasing or decreasing the number of directors as may be desired.

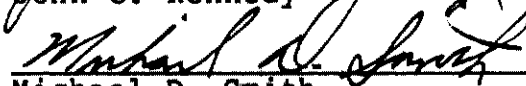
IX.


That the amount of capital stock which has been subscribed is as follows:

JOHN C. KENNEDY	One (1) share
901 Pennsylvania Avenue, Fruitland, ID 83619;	
MICHAEL D. SMITH	One (1) share
204 N. W. 9th Street, Fruitland, ID 83619;	
STEVE BAKER	One (1) share.
107 N. W. 9th Street, Fruitland, ID 83619.	

IN WITNESS WHEREOF, We, the undersigned, each being a resident and lot owner in the Freeman-Slatter Subdivision, of the City of Fruitland, Payette County, Idaho, have hereunto affixed our names this 13th day of February, 1991.



John C. Kennedy


Michael D. Smith


Steve Baker

STATE OF IDAHO)
 : ss.
County of Payette)

On this 14 day of February, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN C. KENNEDY, known to me to be the person whose name is subscribed to the foregoing 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.

Beverlee J. Wilson
Notary Public for Idaho
Residing at: Payette
My Comm. Expires: 1-15-94

STATE OF IDAHO)
 : ss.
County of Payette)

On this 13 day of February, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared MICHAEL D. SMITH, known to me to be the person whose name is subscribed to the foregoing 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.

Beverlee J. Wilson
Notary Public for Idaho
Residing at: Payette
My Comm. Expires: 1-15-94

STATE OF IDAHO)
 : ss.
County of Payette)

On this 13 day of February, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared STEVE BAKER, known to me to be the person whose name is subscribed to the foregoing 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.

Beverlee J. Wilson
Notary Public for Idaho
Residing at: Payette
My Comm. Expires: 1-15-94