

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

SOUTH ELMORE IRRIGATION CO.

was filed in the office of the Secretary of State on the **Seventeenth** day
of **March,** A.D. One Thousand Nine Hundred **Sixty-five** and
~~will be~~ / duly recorded on ~~Film No.~~ **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

Boise

in the County of

Ada.

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 **17th** day of **March**,
A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION
of
SOUTH ELMORE IRRIGATION CO.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, JESS B. HAWLEY, JR., WILLIAM F. RINGERT, and A. C. KISER, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following Articles of Incorporation:

I.

The name of this corporation shall be SOUTH ELMORE IRRIGATION CO.

II.

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

III.

The location of the registered office of this corporation shall be at Boise, County of Ada, State of Idaho, and the address of the registered office of this corporation shall be 2105 West Commerce Avenue, Boise, Idaho.

IV.

This corporation shall be a non-profit water company and the nature of the business and the objects and purposes of this corporation shall be:

To acquire water rights and to construct, or otherwise acquire, maintain, manage, operate, lease and/or control an irrigation system to furnish domestic, stock and irrigation water to its stock holders on lands situate in the County of Elmore, 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 establishment of rules and regulations for the use and distribution of water to its stock holders from any of its irrigation system.

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.

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.

To apply for, secure, acquire by assignment, transfer, purchase, or otherwise, and to exercise, carryout 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.

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 or corporation.

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

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.

To carry on any other business which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

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.

To do each and all things set forth herein to the same extent and as fully as natural persons might do or could do in the State of Idaho, and in any other state, country or place.

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, directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase, or otherwise acquire, to hold, own, to mortgage, sell, convey, lease 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.

The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

The 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.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations, except that this corporation is not organized for profit, shall not be operated for profit, and shall be without power to declare or disburse dividends.

V.

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

To make and alter by-laws of this corporation, to fix the amounts 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.

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 resolutions or in the by-laws of the corporation, have and exercise any or 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.

Pursuant to the affirmative vote of the holders of at least seventy-five per cent of the stock issued and outstanding, having voting power, given at a stock holders' meeting duly called for that purpose, or when authorized by the written consent of at least seventy-five per cent 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 franchise, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

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.

VI.

The total number of shares which this corporation is authorized to issue is Twenty-Five Thousand (25,000), all of which shall be without nominal or par value. All or any portion of the capital stock may be issued for cash or in payment for real or personal property, water rights, services, or any other right or thing of value, for the uses and purposes of the corporation; and when so issued shall become and be fully paid.

Such shares may be issued by the corporation from time to time, without action by the stock holders, 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 said board of directors has been paid or delivered, shall be deemed fully paid, and no holder of any such shares shall be liable for any further payment thereon.

VII.

All shares of this corporation are of the same class and shall have equal voting power, rights and privileges and none of said shares shall have prefer-

ences and/or restrictions.

VIII.

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.

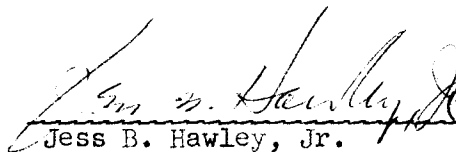
IX.

The name and post office address of each of the incorporators and a statement of the number of shares subscribed for by each, is as follows:

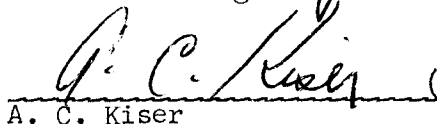
<u>Name</u>	<u>Address,</u>	<u>No. Shares</u>	<u>Amount</u>
Jess B. Hawley, Jr.	First Security Bark Building Boise, Idaho	1	\$1.00
William F. Ringert	P. O. Box 2773 Boise, Idaho	1	1.00
A. C. Kiser	5000 Fairview Boise, Idaho	1	1.00

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stock holders herein are granted, subject to this reservation.

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 respectfully agree to take the number of shares of stock hereinbefore set opposite our names and accordingly have hereunto set our hands and seals this 16th day of March, 1965.

 (SEAL)
Jess B. Hawley, Jr.

 (SEAL)
William F. Ringert

 (SEAL)
A. C. Kiser

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 16th day of March, 1965, before me, the undersigned, a Notary Public for Idaho, personally appeared Jess B. Hawley, Jr., William F. Ringert, and A. C. Kiser, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation of SOUTH ELMORE IRRIGATION CO., and severally acknowledged to me that they executed the same in triplicate;

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)

Vera Belnap
Notary Public for State of Idaho
Residing at Boise, Idaho