

# State of Idaho

## Department of State

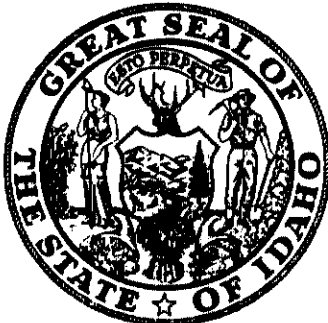
### CERTIFICATE OF INCORPORATION OF

BILLMAN DITCH COMPANY, INC.

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 BILLMAN DITCH COMPANY, INC. 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: December 9, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

1001111  
SEC. OF STATE

33 DEC 9 10 8 31

**ARTICLES OF INCORPORATION**  
**OF**  
**BILLMAN DITCH COMPANY, INC.**

The undersigned, acting as incorporators under the Idaho Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**

**NAME**

The name of the corporation is Billman Ditch Company, Inc.

**ARTICLE TWO**

**NONPROFIT CORPORATION**

The corporation is a nonprofit cooperative corporation, and all of its activities shall be conducted in such manner that the corporation shall qualify for exemption from taxation under the Internal Revenue Code of 1986, pursuant to IRC § 501(c)(12).

**ARTICLE THREE**

**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE FOUR**

**PURPOSES AND POWERS**

The purposes of the corporation and its powers are the following:

IDAH0 SECRETARY OF STATE  
19931209 0900 39361 2  
CK #: 17547 CUST# 1793  
CORP 1# 30.00= 30.00

1. The corporation shall serve as, exercise all the rights of, and perform all the duties of a Water User's Association for the Billman Ditch, as described in Chapter 13, Title 42, Idaho Code. The corporation shall assist the members of the corporation to divert water from the Garfield Ucon Canal and to convey the same to their respective lands through the Billman Ditch, in accordance with Idaho Code §§ 42-1201 through 1208. The corporation shall, on or before April 1 of each year, appoint a water master/manager pursuant to Idaho Code §§ 42-901, 907, 908 and 910, and Idaho Code § 42-1301. The corporation shall have and exercise all powers of corporations lawfully organized under Idaho Law. The corporation shall have no purpose nor engage in any activity which would not be consistent with the requirements of Section 501(c)(12) of the Internal Revenue Code of 1986.

2. Upon the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the corporation, shall dispose of all of the assets of the corporation and distribute any excess funds to the members in proportion to their respective shares of the stock; provided, however, and subject to the above limitations, if any of such assets have been acquired under a federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing of such instructions under such circumstances. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine.

3. The corporation may engage in any or all lawful activities for which corporations may be incorporated under the Idaho Nonprofit Corporation Act.

4. The corporation may exercise all other powers of a corporation under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30 Idaho Code.

## ARTICLE FIVE

### MEMBERSHIP

The corporation shall be authorized to issue five thousand (5,000) shares of common stock, of no par value, each share to represent one miner's inch of water to be conveyed by the corporation. The corporation shall have members. Those eligible for membership shall be those persons who have the right to convey water to their lands through the Billman Ditch. A person shall become a member by consent, which shall include, but not be limited to, receiving and accepting the services furnished by the corporation at any time. Each member shall be issued that number, including fractions, of shares corresponding to the number of miner's inches of water which that member has the right to convey through the Billman Ditch. Each member shall be entitled to cast a number of votes equal to his or her number of shares upon any question put to the vote of the members. Members shall be assessed only for the cost of the services provided by the corporation, in accordance with the Bylaws.

## ARTICLE SIX

### LOCATION

The location and address of the initial registered office is 11584 North 25th East, Idaho Falls, Idaho 83401, and the name of its initial registered agent at such address is Gene H. Burch.

ARTICLE SEVEN

INCORPORATORS

The name and address of each incorporator is:

Maurice A. Butikofer	11306 N. 15th East Idaho Falls, Idaho 83402
<i>Gene H. Burch</i> Gene H. Burch	11584 N. 35th East Idaho Falls, ID 83401
Wayne Harding	11315 N. 25th East Idaho Falls, Idaho 83401
Lanny Wilding	11522 N. 15th East Idaho Falls, Idaho 83401
Larry Houx	11673 N. 25th East Idaho Falls, Idaho 83401

ARTICLE EIGHT

BOARD OF DIRECTORS

The board of directors of the corporation shall consist of such number, no fewer than three and no more than fifteen, as shall be established in the bylaws, each of whom, at all times, shall be a member of the corporation. The number of directors constituting the initial board of directors shall be five, and the names and addresses of the persons who are to serve as directors until the first annual election of directors or until their successors are elected and shall qualify are:

Maurice A. Butikofer	11306 N. 15th East Idaho Falls, Idaho 83402
Gene H. Burch	11584 N. 35th East Idaho Falls, ID 83401

Wayne Harding

11315 N. 25th East  
Idaho Falls, Idaho 83401

Lanny Wilding

11522 N. 15th East  
Idaho Falls, Idaho 83401

Larry Houx

11673 N. 25th East  
Idaho Falls, Idaho 83401

#### ARTICLE NINE

##### ELECTION OF BOARD OF DIRECTORS

Other than the directors constituting the initial board of directors who are designated in these Articles, the directors shall be elected at the annual meeting of the members of the corporation for terms of one (1) year and they shall hold office until their successors are duly elected and qualified.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 3rd day of December, 1993.

Maurice A. Butikofer  
Maurice A. Butikofer

Gene H. Burch  
Gene H. Burch

Wayne Harding  
Wayne Harding

Lanny Wilding  
Lanny Wilding


Larry Houx  
Larry Houx

STATE OF IDAHO                    )  
                                      ) ss.  
County of Bonneville        )

On this 3rd day of December, 1993, before me, Lary S. Larson, a Notary Public in and for said state, personally appeared Maurice A. Butikofer, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she 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.

(S E A L)


  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Bonneville County  
My Commission Expires: 9/26/97

STATE OF IDAHO                    )  
                                      ) ss.  
County of Bonneville        )

On this 3rd day of December, 1993, before me, Lary S. Larson, a Notary Public in and for said state, personally appeared Gene H. Burch, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she 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.

(S E A L)

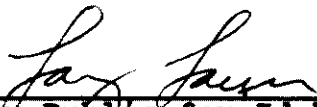
  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Bonneville County  
My Commission Expires: 9/26/97

STATE OF IDAHO                    )  
                                      ) ss.  
County of Bonneville        )

On this 3rd day of December, 1993, before me, Lary S. Larson, a Notary Public in and for said state, personally appeared Wayne Harding, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she 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.

(S E A L)


  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Bonneville County  
My Commission Expires: 1/20/97

STATE OF IDAHO                    )  
                                      ) ss.  
County of Bonneville        )

On this 3rd day of December, 1993, before me, Lary S. Larson, a Notary Public in and for said state, personally appeared Lanny Wilding, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she 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.

(S E A L)

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Bonneville County  
My Commission Expires: 1/26/97

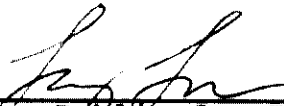


STATE OF IDAHO                    )  
                                      ) ss.  
County of Bonneville        )

On this 3rd day of December, 1993, before me, Lary S. Larson, a Notary Public in and for said state, personally appeared Larry Houx, known or identified to me to be the person 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.

(S E A L)

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Bonneville County  
My Commission Expires: 9/26/97