

CERTIFICATE OF INCORPORATION
OF

MENDENHALL DITCH COMPANY

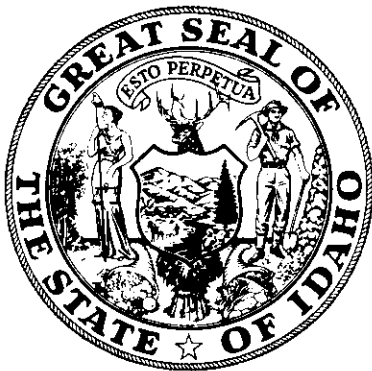
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

MENDENHALL DITCH 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 March 27, , 19 84 .



Pete T. Cenarrusa

SECRETARY OF STATE

Denise Oliver

Corporation Clerk

ARTICLES OF INCORPORATION OF MENDENHALL DITCH COMPANY

Feb 27 6 30 AM '84
UNITED STATES OF AMERICA

COUNTY OF CARIBOU

STATE OF IDAHO

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Feb 19 2 4 PM '84
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KNOW ALL MEN BY THESE PRESENT, that the undersigned, all of whom are residents of Caribou and Franklin County, State of Idaho, being desirous of associating themselves together and forming a company under the laws of the State of Idaho, for said purpose do now, agree, certify, and declare as follows, to-wit:

ARTICLE I

That the name of this company hereby created and formed shall be and is Mendenhall Ditch Company.

ARTICLE II

That the place of the principal business of the company hereby created is to be transacted at Star Route Box 372, Grace, Idaho and the initial registered agent shall be Glenn V. Turner at this address. Star Route Box 372, Grace, Idaho 83241.

ARTICLE III

That the company shall have perpetual existence.

ARTICLE IV

That the purpose for which this company is formed shall be and is to own, lease, rent, or otherwise acquire water and water rights, and to sell and distribute such water so acquired among its stockholders for irrigation and other purposes, and to that end and for that purpose to construct, own, lease, or otherwise acquire, and

to maintain and operate, ditches, canals, flumes, aqueducts, pipelines, or other means of distributing and conveying water; to own, lease, or otherwise acquire pumps, motors, engines, and all other necessary equipment incidental to and necessary for the purpose of pumping or raising water to supply to said stockholders, and to that end to enter into contracts, for the use of machinery, and for electric power, and to acquire and maintain all necessary poles, wires, motors or other equipment necessary to operate a pumping plant or station by means of electricity; to borrow money, and to make and negotiate notes, contracts, bonds or mortgages, as evidence of, and security for money borrowed or loaned, and for the purpose of perpetuating and carrying out the purposes for which this company is formed, to buy, lease or otherwise acquire all real and personal property necessary for such purposes, including stock in other corporations.

ARTICLE V

That the officers of this company shall consist of a president, a vice-president, and a secretary and treasurer; that until the first annual meeting of the stockholders of this company to be held before the end of February 1985, the following named persons shall be officers of this company Glenn V. Turner shall be President, Dwayne Mendenhall shall be Vice-President, and Roger Michelson, shall be Secretary and Treasurer. And these officers shall be the initial board of directors

ARTICLE VI

This Company shall have no capital stock and membership therein shall be evidence by a Certificate of Membership. Only such persons as are property owners and served by the water system shall be eligible for membership in said Company; and membership certificates shall be transferred within the premises served under and by virtue of such membership. No membership certificate shall be otherwise transferred without prior consent and approval of the officers of the company. The foregoing restrictions as to transfer of membership shall be recited in all certificates of membership issued by the company.

ARTICLE VII

This company shall not be operated for profit, and neither the said company nor the members thereof shall ever profit directly from the operation hereof. Memberships shall be assessable for such sums as may be required to defray expenses of operation of the irrigation water system to be owned by said company, and for such sums as may be necessary for capital investment in, or improvement thereof, under such terms and conditions as may be provided by the by-laws of the company. No dividends shall ever be paid nor declared by said company, save and except a liquidation dividend in the event of the dissolution of said company.

ARTICLE VIII

The rights, duties, obligation and powers of the various officers of this company, together with other rules and regulations for the governing of said company shall be adopted by the members of said company, in the form of by-laws, such by-laws to be adopted at the first annual meeting of the members, to be held within thirty days of the

issuance of the Certificate of Incorporation to said company. Said by-laws shall be subject to amendment by the membership of said company, according to rules in said by-laws to be adopted.

That there shall be held at the place where the principal business of this company is to be transacted, annually, a meeting of the stockholders of this company, for the purpose of hearing the report of officers, election of officers, and the transaction of such other business as may properly come before such meeting.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and attached their signatures this 14th day of MARCH-1984.

Glenn V. Turner

GLENN V. TURNER

Star Route Box 372, Grace, Idaho 83241

Dwayne Mendenhall

DWAYNE MENDENHALL

Box 20, Thatcher, Idaho 83283

Roger E. Michelson

ROGER MICHELSON

Star Route Box 362, Grace, Idaho 83241

Steven Tingey

STEVEN TINGEY

Star Route Box 365, Grace, Idaho 83241