

**PLAN OF MERGER OF THE BLACKFOOT IRRIGATING COMPANY,
THE WEST BRANCH CANAL COMPANY, EAST BRANCH CANAL CO.,
CENTER BRANCH DITCH CO., INC. AND THE DIVIDE DITCH COMPANY**

1. The names of each corporation planning to merge are as follows:

The Blackfoot Irrigating Company
The West Branch Canal Company
East Branch Canal Co.
Center Branch Ditch Co., Inc.
The Divide Ditch Company

The name of the surviving corporation shall be changed to the "BLACKFOOT IRRIGATION COMPANY".

2. The terms and conditions of the merger are as follows:

(a) It is understood that The West Branch Canal Company, the East Branch Canal Co., the Center Branch Ditch Co., Inc., and The Divide Ditch Company were each originally organized for the purpose of owning and operating the respective lateral canal from the main Blackfoot canal which name each such company bears. The water rights by virtue of which water was diverted from Snake River and carried by the main Blackfoot canal and each of the four laterals to the lands of the shareholders irrigated thereby are, and always have been, held by and in the name of The Blackfoot Irrigating Company. The purpose of this merger is to provide for a single operating company to hold all of the water rights formerly held by the Blackfoot Irrigating Company as well as to own and operate the main canal and all laterals, diversion and delivery structures and facilities by means of which water is diverted and delivered to and for the benefit of the farms previously served by all of the corporations.

(b) All water and conveyance rights formerly held by The Blackfoot Irrigating Company, and all conveyance rights held by each of the other companies, together with all attendant diversion and delivery structures and facilities and any and all other real or personal property of every name, nature or description shall be conveyed therefrom by good and sufficient quitclaim deed for real property and good and sufficient assignments or bills of sale for personal property to the surviving corporation, Blackfoot Irrigation Company.

(c) All outstanding shares of stock of each corporation shall be canceled, and, to the extent practicable, the certificates representing such stock shall be collected and delivered to the secretary of the surviving corporation. The surviving corporation shall issue a new certificate to each former stockholder of The Blackfoot Irrigating Company in the

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of 50 shares of stock in the surviving corporation, Blackfoot Irrigation Company, for each share formerly held by each such stockholder.

(d) The articles of incorporation of each of the merged companies shall be revoked, and the following articles of merger and amended and restated articles of the surviving corporation, Blackfoot Irrigation Company, substituted therefor:

**ARTICLES OF MERGER FOR THE BLACKFOOT IRRIGATING COMPANY,
THE WEST BRANCH CANAL COMPANY, EAST BRANCH CANAL CO.,
CENTER BRANCH DITCH CO., INC. AND THE DIVIDE DITCH COMPANY
AND AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR
THE BLACKFOOT IRRIGATION COMPANY**

A. ARTICLES OF MERGER

ARTICLE I.

A plan of merger was adopted by each board of directors of the following corporations on the date set opposite the name of each corporation:

The Blackfoot Irrigating Company	Date: February 4, 2000
The West Branch Canal Company	Date: February 4, 2000
East Branch Canal Co.	Date: February 4, 2000
Center Branch Ditch Co., Inc.	Date: February 4, 2000
The Divide Ditch Company	Date: February 4, 2000

Thereafter, and pursuant to notice as required by Idaho Code §30-1-1103(4) and §42-2401 6., annual or special meetings of the stockholders of each such corporation were held on the dates shown on the following chart and the plan of merger was approved by a vote of more than $\frac{2}{3}$ of the stock represented at each such meeting. The following chart shows the date of each such regular or special meeting of stockholders, the number of outstanding shares entitled to vote at each such meeting, the number of shares actually represented in person or by proxy at each such meeting, and the number of shares voted in favor of the merger and the number of shares voted against the merger:

Name	Date of Meeting	No. of Outstanding Shares	No. of Shares Represented at Meeting	No. of Shares Voted in Favor	No. of Shares Voted Against
The Blackfoot Irrigating Company	3/14/2000	279.1	53.126	53.126	0
The West Branch Canal Company	3/14/2000	123.76	37.94	37.94	0
East Branch Canal Co.	3/14/2000	106.18	13.166	13.166	0
Center Branch Ditch Co., Inc.	3/14/2000	19.56	8.36	8.36	0
The Divide Ditch Company	3/14/2000	34.69	4.02	4.02	0

B. AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I.

The name of the surviving corporation shall be "BLACKFOOT IRRIGATION COMPANY".

ARTICLE II.

This corporation shall have perpetual existence.

ARTICLE III.

There shall be authorized for issuance by the corporation 20,000 shares of common capital stock, without par value. The common capital stock of the corporation shall be assessable for payment of the obligations of the corporation in the manner and to the extent provided in the bylaws of the corporation, and as said bylaws may from time to time be amended.

ARTICLE IV.

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The initial registered office of the corporation was Blackfoot, Bingham County, Idaho, and the secretary of the company has historically served as the registered agent of the corporation. The registered agent of the corporation shall hereafter be the duly elected, qualified and serving secretary of the corporation, and the address of the corporation's registered office shall be the address of said secretary unless the directors otherwise provide in writing and give such notice as may be required by law. The name and address of said secretary at the present time is Lynn Evans, 297 N. 150 E. Blackfoot, ID 83221.

Aug 5, 2000
Dated

Lynn Evans
Registered Agent

ARTICLE V.

The names and addresses of the current directors of the surviving corporation, Blackfoot Irrigating Company, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ford Call	458 U.S. Highway 91, Firth, ID 83236
Dean Evans	108 E. 200 N., Blackfoot, ID 83221
Lynn Evans	297 N. 150 E., Blackfoot, ID 83221
Brent J. Cooper	220 E. 400 N., Blackfoot, ID 83221
Gary Pratt	486 E Weeding Land, Blackfoot, ID 83221
William Smith	735 Lansing, Blackfoot, ID 83221
Stephen Blaser	144 E. 400 N., Blackfoot, ID 83221

The number of directors of the corporation and their election, terms, powers and responsibilities shall be as provided in the bylaws of the corporation, and as said bylaws may from time to time be amended.

ARTICLE VI.

The purposes for which the initial corporation was formed, and for which the surviving corporation shall continue to exist, is the acquisition and holding of water rights for the irrigation of the lands of the stockholders and the owning and operating of a diversion facility and a system of canals and laterals with attendant structures and equipment to divert waters from the public source of supply pursuant to its water rights and deliver the same to the private facilities and farms of its stockholders for the irrigation of such farms. The corporation shall further transact any or all lawful business in connection with such purposes or in any manner related thereto which may aid or assist in the accomplishment of such purposes, as well as any or all other lawful business for which corporations may be incorporated under the laws of the State of Idaho.

ARTICLE VII.

The capital stock of the corporation may only be transferred in connection with a transaction involving title to the real property to which that portion of the water and water conveyance rights of the corporation represented by such stock is appurtenant, in the manner and subject to the exceptions described in the bylaws, and as said bylaws may from time to time be amended.

ARTICLE VIII.

The respective interests of the stockholders and the assets and savings of the corporation shall be in the same proportion as their respective stock ownership, which shall be determined in proportion to their business with the corporation. No funds shall be retained in excess of those needed to meet current expenses for such purposes as retiring indebtedness incurred and acquiring assets, expanding the services of the corporation or maintaining reserves for necessary purposes.

ARTICLE IX.

The corporation shall maintain such records as are necessary to determine at any time each members rights and interests in the assets of the corporation.

ARTICLE X.

Except to the extent provided in Article VII and in the bylaws, a former stockholder's rights and interests shall not be forfeited upon withdrawal or termination of membership.

ARTICLE XI.

Upon dissolution, the assets of the corporation, after the payment of all debts and obligations, shall be distributed to all stockholders and former stockholders in proportion to the business done with the corporation, in so far as practicable. Any water rights or water conveyance rights held by the corporation shall be distributed to the person or persons to whose lands such water rights or conveyance rights are then appurtenant.

ARTICLE XII.

No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages, except:

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- a. for breach of a director's duty of loyalty to the corporation or its stockholders.
- b. for acts or omissions not in good faith or which involve the intentional misconduct or a knowing violation of the law.
- c. for liability under § 30-1-833 of the Idaho Code.
- d. for any transaction from which the director derived an improper personal benefit.

ARTICLE XIII.

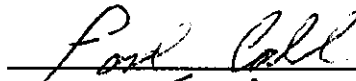
Those stockholders present in person or by proxy at an annual or special stockholders' meeting shall constitute a quorum for purposes of transacting any business to come before the meeting.

ARTICLE XIV.

The corporation is and shall continue to be an operating company as the same is described in and for the purposes of the provisions of Idaho Code, Title 42, Chapters 22 and 24, and shall have and exercise all the rights, powers and privileges set forth in said chapters, including, without limitation, the right to prescribe in its bylaws the manner in which the powers of the corporation, given by law, shall be exercised. The rights, powers and privileges created or granted by law and these articles of incorporation shall vest in and be held and exercised by the stockholders of the corporation except in so far as they may be expressly delegated to the directors by the bylaws of the corporation.

The above and foregoing articles of merger and restated and amended articles of incorporation of Blackfoot Irrigation Company shall become effective upon the filing of these articles.

Dated this 14 day of March, 2000.



President FORD CALL

(corporate seal)

Attest:


Brent J. Cooper
Secretary

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