

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**BUTTE IRRIGATION, INC.**

was filed in the office of the Secretary of State on the 8th day of October A.D., One Thousand Nine Hundred seventy-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 80-103, 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 Oakley, Idaho in the County of Cassia

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 8th day of October, A.D., 19 75.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

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ARTICLES OF INCORPORATION

SECRETARY OF  
STATE

BUTTE IRRIGATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens and residents of the United States of America, and each over the age of 18 years do by these presents voluntarily associate ourselves together for the purpose of forming a corporation, as hereinafter stated, pursuant to and under the laws of the State of Idaho, and do hereby execute and deliver these Articles of Incorporation for that purpose.

We hereby set forth, declare and certify:

ARTICLE I

NAME

This corporation shall be known as "BUTTE IRRIGATION, INC."

ARTICLE II

OBJECTS AND PURPOSES

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

(a) To manufacture, purchase, repair, sell, install, and service irrigation sprinkler equipment, pipe fittings, and any other parts, equipment or paraphernalia connected therewith.

(b) To engage in any commercial, industrial and agricultural enterprise, calculated or designed to be profitable to this corporation, and in conformity with the laws of the State of Idaho.

(c) To generally engage in, do and perform any lawful enterprise, act or vocation that a natural person might, or could do or perform.

(d) To purchase, lease, own, sell, mortgage, sublease and otherwise acquire lands, buildings, easements, or property, real or personal, which may be requisite for the purposes or capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind, with any person including the right to become a partner and to acquire and take over the

PARSONS, SMITH & PEDERSEN  
LAWYERS  
BURLEY, IDAHO

1 good will, property, rights, franchises, and assets of  
2 every kind, and the liabilities of any  
3 person, firm, association, or corporation, either  
4 wholly or in part, and to pay for the same in  
5 cash, stocks, bonds of the corporation or otherwise.  
6 The corporation is also authorized to guarantee  
7 the debts of another.

8 (e) To do all and everything necessary, suitable,  
9 and proper for the accomplishment of any of the  
10 purposes and the attainment of any of the objects,  
11 or the furtherance of any of the powers hereinbefore  
12 set forth, either alone or in association with other  
13 corporations, firms, or individuals, and to do every  
14 other act, or acts, thing or things, incidental or  
15 pertinent to or growing out of, or connected with the  
16 aforesaid objects and purposes, or any part or parts  
17 thereof, provided the same be not inconsistent with  
18 the laws under which this corporation is organized.

11 ARTICLE III

12 LOCATION

13 The principal place of business of the corporation shall  
14 be located at Oakley, Idaho. The post office address of the  
15 corporation is Oakley, Idaho 83346.

16 ARTICLE IV

17 CORPORATE EXISTENCE

18 The term and existence of this corporation shall be  
19 perpetual.

20 ARTICLE V

21 CORPORATE STOCK

22 The total authorized number of shares of stock which  
23 is of no par value shall be as follows:

24 <u>TYPE</u>	24 <u>SHARES</u>	24 <u>PAR</u>
25 Common	25 1,000 shares	25 No par value

26 ARTICLE VI

27 STOCK

28 The holders of common stock are entitled to all divi-  
29 dends declared by the Board of Directors; each shareholder of  
30 common stock of record shall be entitled at all meetings of the  
31 corporation, or in matters requiring a vote, to one (1) vote for  
32 each share of stock standing in his name upon the books of the

1 corporation.

2           The holder of shares of any class of this corporation  
3 shall, upon the sale by authorization of the corporation, for  
4 cash or shares of the same class, have the right, during a reasonable  
5 time to be fixed by the Board of Directors, to purchase shares in  
6 proportion to their respective holding of shares of such class,  
7 and such price as may be fixed therefore by the Board of Directors,  
8 but at not less than par for par value shares.

9           The corporation may purchase its own stock.

10          All stock when fully paid shall be non-assessable.

11          No sale or transfer of stock may be made without a  
12 prior offer in writing to the remaining stockholders in the same  
13 proportion as their shareholdings, and at the same price, terms  
14 and conditions on which the prospective transfer is predicated.

15                           ARTICLE VII

16                           INCORPORATORS

17          The name and post office address of each of the incorp-  
18 orators and the number of shares subscribed by each are as follows:

19	<u>NAME</u>	<u>ADDRESS</u>	<u>Shares</u>
20	Dale B. Adams	Oakley, Idaho 83346	1 Share
21	H. Leon Adams	Oakley, Idaho 83346	1 Share
22	George Becker	Oakley, Idaho 83346	1 Share

23                           ARTICLE VIII

24                           BOARD OF DIRECTORS

25          The Board of Directors shall consist of at least three  
26 (3) directors, except that if all of the shares of the corporation  
27 are owned beneficially and of record by either one or two stock-  
28 holders, the number of directors may be less than three (3) but  
29 not less than the number of stockholders. A majority of the  
30 Board of Directors shall constitute a quorum for transacting  
31 business, and the act of the majority of said quorum of said  
32 Board of Directors shall be the act of the Board. The directors  
need not be stockholders of the corporation.

1 ARTICLE IX

2 AMENDMENT

3 These Articles of Incorporation may be amended in  
4 accordance with the provisions of the statutes of the State of  
5 Idaho, then in full force and effect; the power to make, repeal,  
6 and amend the By-Laws and adopt new By-Laws is hereby conferred  
7 upon the directors, as well as the shareholders.

8 ARTICLE X

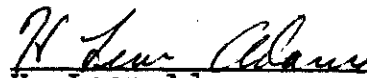
9 DIRECTORS' POWER TO CONTRACT

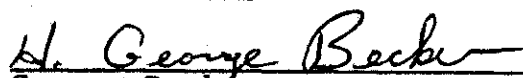
10 No contract, lease or other transaction between this  
11 corporation or any other corporation, whether or not the majority  
12 of shares of capital stock of such corporation are owned by this  
13 corporation, and no act of this corporation shall in any way be  
14 affected or invalidated by the fact that any of the directors of  
15 this corporation are pecuniarily or otherwise interested in or  
16 are directors or officers of such other corporation; any director,  
17 individually, may be a party or may be pecuniarily or otherwise  
18 interested in any contract, lease or other transaction of this  
19 corporation and any director of the corporation who is so interested  
20 may be counted in determining the existence of a quorum at any  
21 meeting of the Board of Directors of this corporation which shall  
22 consider such contract or transaction and may vote thereon with  
23 like force and effect as if he were not so interested.

24 IN WITNESS WHEREOF, we have hereunto set our hands this

25 7 day of October, 1975.

26   
27 Dale B. Adams

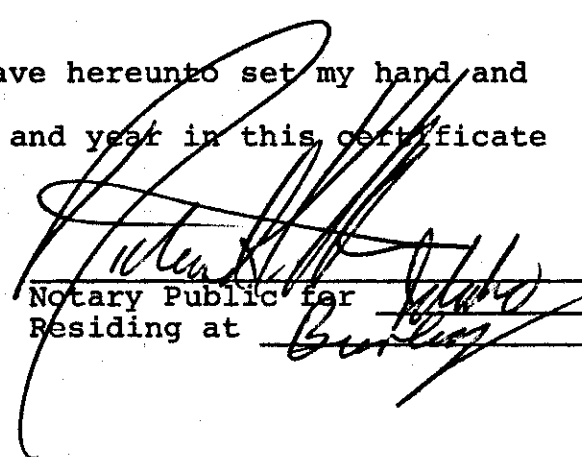
28   
29 H. Leon Adams

30   
31 George Becker

1 STATE OF Idaho )  
2 County of Cassia ) ss.

3 On this 7 day of October, 1975, before me,  
4 the undersigned, a Notary Public in and for said State, personally  
5 appeared DALE B. ADAMS, H. LEON ADAMS and GEORGE BECKER, known  
6 to me to be the persons whose names are subscribed to the  
7 within instrument, and acknowledged to me that they executed the  
8 same.

9 IN WITNESS WHEREOF, I have hereunto set my hand and  
10 affixed my official seal, the day and year in this certificate  
11 first above written.

12  
13   
Notary Public for Idaho  
Residing at Burley

PARSONS, SMITH & PEDERSEN  
LAWYERS  
BURLEY, IDAHO

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