



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

RANCH WATER USER'S ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **FOURTEENTH** day of **October** A. D. One Thousand Nine Hundred **seventy-five** and is ~~fully~~ recorded on ~~film~~ **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 and Sections 30-1001 to 30-1005, inclusive, 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 **Idaho City, Idaho** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **14th** day of **October** A.D., 19 **75**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
RANCH WATER USER'S ASSOCIATION, INC.

WE, THE UNDERSIGNED, Full age citizens of the United States and all of whom are residents of the State of Idaho, do hereby voluntarily associate ourselves together for the purpose of forming a non-stock cooperative Association under the provisions of Chapter 10, Title 30, Idaho Code Annotated, and amendments thereto.

ARTICLE I

The name of this Association shall be the RANCH WATER USER'S ASSOCIATION, INC.

ARTICLE II

The nature of the business of the Association and the objects and purposes for which, or for any of which, this Association is formed are:

A. To associate its members together for their mutual benefit, and to that end to construct, maintain and operate a private water system for the supplying of water for an irrigation water system for its members, and to engage in any activity related thereto, including, but not limited to, the acquisition of water by appropriation, drilling, pumping and/or purchase, and the purchase, laying installation, operation, maintenance, and repair of wells, pumping equipment, mains, pipelines, valves, meters and all other equipment necessary to the construction, maintenance and operation of the system, and the acquisition and operation of common areas.

B. To borrow from any source, money, goods or services without limitation as to amount of corporate indebtedness or liability;

and to pledge or mortgage any of its property as security therefor in any manner permitted by law.

C. To acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of capital stock or bonds, or become a member or a stockholder of any corporation or association engaged in any related activities.

D. To buy, lease, hold or exercise all privileges of ownership in and to the real or personal property as may be necessary or convenient for the conduct and operation of the business of the Association or incidental thereto.

E. To establish reserves and to invest the funds thereof in stocks, bonds and other property as the board of directors may deem satisfactory.

F. To levy assessments in such manner and in such amount as may be provided in the by-laws of this Association.

G. To have and exercise all powers, privileges and rights conferred on corporations by the laws of the State of Idaho and all powers and rights incidental in carrying out the purposes for which this Association is formed, except such as are inconsistent with the express provisions of the act under which the Association is incorporated.

H. The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this Association by the laws of the State of Idaho, all of which are hereby expressly claimed.

ARTICLE III

The place where the principal business of the Association is to be transacted is the City of Idaho City, County of Boise, State of Idaho, but the Association may maintain offices and places of business at such other places within the State of Idaho as the Board of Directors may determine.

ARTICLE IV

The period of existence of this Association shall be perpetual.

ARTICLE V

The private property of the members shall not be subject to payment of Association debts to any extent whatsoever.

ARTICLE VI

Section 1. This Association shall not have capital stock, but its capital shall be represented by membership certificates.

Section 2. Under the terms and conditions prescribed in its by-laws this Association shall admit as members only such persons, groups of persons, organizations or corporations owning the property to which the service is desired and having a reasonable accessibility to the source of and need for the service from the system constructed, maintained and operated by the Association; provided, however, the Association shall not be required to admit members if the capacity of its system is exhausted by the needs of its existing members.

Section 3. The membership fee in this Association shall be fixed and determined by its by-laws. The voting power and property rights and interest of each member whose fees are fully paid and who is in good standing shall be as set out in the By-laws with each member to receive one vote for each whole acre of land owned. When a member has paid his membership fee in full he shall receive a certificate of membership. Assessments against members and a determination of their liabilities shall be fixed by the By-laws of the Association.

Section 4. The members present or represented by proxy at any meeting of members regularly called shall constitute a quorum

for the conduct of business at such meeting in accordance with the notice thereof.

Section 5. This Association is organized on a non-profit basis for the mutual benefit of its members and consequently will not have profits from which to pay dividends on its capital. After all expenses of the Association have been paid and reasonable reserves as determined by the Board of Directors set aside, the net earnings of the Association shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending and repairing the system and property of the Association, and for such other purposes as the Board of Directors may determine to be for the best interests of the Association. The said surplus fund or any portion thereof may from time to time at the discretion of the Board of Directors be distributed to the members as provided in the by-laws, on the basis of the assessments and charges made and levied against and paid by such members during the year.

ARTICLE VII

These Articles may be amended in any manner permitted or authorized by law by the favorable vote of a majority of the members present or represented by proxy at a meeting of the members duly called upon notice of the specific purpose thereof and containing a statement of the proposed amendment.

ARTICLE VIII

The number of directors shall be five and the names and addresses of those who are to serve as incorporating directors for the first term and until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
DeMar Burnett	c/o Idaho City Stage, Boise, Idaho
Richard A. Yarbrough	1741 Federal Way, Boise, ID 83705
George E. Yarbrough	111 S. Owyhee, Boise, Idaho
David L. Sterling	6623 Dorian, Boise, Idaho
Larry Harris	Grandview, Idaho

DeMar Burnett
Richard A. Yarbrough
George A. Yarbrough
David L. Sterling
Larry Harris

On this 9th day of October, 1975, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DeMAR BURNETT, RICHARD A. YARBROUGH, RICK C. TULLIS, DAVID L. STERLING and LARRY HARRIS, known to me to be the persons whose names are subscribed as Directors to the foregoing instrument and who acknowledged to me that they executed the same.

Fred Ramey
Notary Public for Idaho
Residing at Boise, Idaho