

State of Idaho



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

LITTLE VALLEY MUTUAL IRRIGATION COMPANY

was filed in the office of the Secretary of State on the first day
of April A.D., One Thousand Nine Hundred Seventy and
duly recorded on Film No. of Record of Domestic Corporations, of the State of
Idaho, and that the said articles contain the statement of facts required by Section 30,⁸⁰¹ & et
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
Boise, Idaho in the County of Ada

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 first day of April ,
A.D., 19 70 .

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
LITTLE VALLEY MUTUAL IRRIGATION COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are of full age and citizens of the United States of America, have this day voluntarily associated ourselves together and do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated:

I.

The name of this corporation shall be LITTLE VALLEY MUTUAL IRRIGATION COMPANY.

II.

This corporation is formed and organized under the provision of Chapter 8, Title 30, Idaho Code, and the period of existence and duration of the life of this corporation shall be perpetual.

III.

The location of the registered office and post office address of the corporation shall be Boise, Ada County, Idaho.

IV.

The object and purposes for which this corporation is formed shall be and are:

(a) To construct, or otherwise acquire, own, maintain, manage, operate and control an irrigation system to furnish domestic, stock, and irrigation water therefrom to the shareholders of the corporation, exclusively, on lands situate in Owyhee County, Idaho; and to do any act or thing necessary or convenient connected therewith for the purposes herein set forth or ancillary or related thereto; to acquire, own, rent, lease, mortgage and dispose of all kinds of real and personal property; and to enter into, make and perform and

and carry out contracts of every sort and kind with any person, firm, politic, country, territory, district, state and government.

(b) To acquire water rights for the irrigation of the lands under said irrigation system and acquire other water rights in the event that it may be deemed desirable; to acquire, hold, own, maintain and control irrigation wells and the water therefrom and to distribute the same; to construct, drill, operate and maintain wells for irrigation, pumps, power lines, canals, ditches, penstocks, pipelines, and any and all other diversion works for the development, diversion and delivery of water for irrigation, stock and domestic purposes.

(c) To establish rules and regulations for the use and distribution of water from the irrigation system aforesaid; and to levy and collect for its purposes charges and assessments from its shareholders.

(d) To borrow money and contract debts, when considered necessary or desirable for the transaction of the business of this corporation or for the exercise of the corporate rights, privileges or franchises, or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and other evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful object; and to issue, sell and dispose of certificates or investment or participation certificates, to the extent permitted by law.

This corporation may engage in any lawful activity. The purposes as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from any other clause or paragraph of these Articles of Incorporation; and the purposes and powers specified in each of the clauses or paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes and powers; and the enumeration thereof shall not be held to limit or restrain in any manner the general powers and the general purposes now or hereafter conferred on this corporation by the applicable statutes of the State of Idaho.

V.

This corporation is not organized for profit, shall not be operated for profit and no part of its earnings shall inure to the benefit of any member or individual.

VI.

(a) The business of this corporation shall be managed and conducted by a Board of not less than three (3) nor more than seven (7) Directors as may be set forth in the By-Laws.

(b) The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated or at such other place, within or without the State of Idaho, as may be designated by resolution of the Board of Directors.

(c) The Board of Directors shall, in addition to their other powers, have the power to repeal and amend the By-Laws of the corporation and to adopt new By-Laws.

VII.

(a) The capital stock of this corporation shall be twenty-five thousand (25,000) shares without nominal or par value. No distinction shall exist between the shares of this corporation and all such shares shall have the same rights in the corporation.

(b) All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other rights or things of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock.

(c) From time to time the capital stock may be increased according to law, and may be issued in such amounts and

proportions as shall be determined by the board of directors and as may be permitted by law.

(d) The private property of a shareholder shall not be subject to, chargeable with, or liable for the debts, obligations or liabilities of the corporation. This shall not preclude the collection of charges and assessments by the corporation from its shareholders.

VIII.

The names and post office addresses of each of the incorporators of this corporation and the number of shares of stock subscribed by each of those incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>
James Morrison	P. O. Box 137 Mountain Home, Idaho 83647	1
Ronald Hoagland	1302 Empire Way Boise, Idaho 83705	1
Rosalind R. Hoagland	1302 Empire Way Boise, Idaho 83705	1

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30th day of January, 1970.

James Morrison
James Morrison

Ronald Hoagland
Ronald Hoagland

Rosalind R. Hoagland
Rosalind R. Hoagland

STATE OF IDAHO)
 : ss.
County of Ada)

On this 30th day of January, 1970, before me, a notary public in and for said State, personally appeared JAMES MORRISON, RONALD HOAGLAND and ROSALIND HOAGLAND, known to me to be the persons 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 first above written.



Notary Public for Idaho
Residing at Boise, Idaho