

FILED EFFECTIVE

ARTICLES OF INCORPORATION

2004 SEP 20 AM 8:52

OF

STATE OF IDAHO

BEAR RIVER SMALL IRRIGATORS OF IDAHO, INC.
(BRSI of Idaho, Inc.)

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be "BEAR RIVER SMALL IRRIGATORS OF IDAHO, INC.", and for purposes of convenience of reference, may be referred to as "BRSI of Idaho, Inc."

ARTICLE II
BUSINESS PURPOSES

The purpose for which this corporation is formed, and for which the corporation shall continue to exist are as follows:

- (1) To receive assignments of and administer the individual contracts of its members with PacifiCorp, the successor-in-interest to Utah Power and Light Company, in the manner and to the extent provided in the Bylaws.
- (2) To collect assessments and payments from individual contract holders and members to pay the obligations of the corporation.
- (3) To represent the members of the corporation in connection with any formal or informal discussions or negotiations, or administrative actions or litigation related to the contracts with PacifiCorp or involving any governmental or other entity regarding the use of Bear Lake Storage Water.
- (4) To make and perform contracts of any name, nature of description, including, without limitation, contracts with the United States, the State of Idaho, or any other government, state, district, municipality, governmental agency or instrumentality, private entity or person, which contracts may be considered by the corporation to be in the common interest and which will serve the common good of the corporation and its members.
- (5) The corporation may further transact any or all lawful business in connection with such purposes or in any manner related thereto which may aide or assist in the accomplishment of such purposes, as well as any or all other lawful business for which non-profit corporations may be incorporated under the laws of the State of Idaho.

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ARTICLE III INITIAL DIRECTORS

The names and addresses of the individuals who will serve as initial directors of the corporation are as follows:

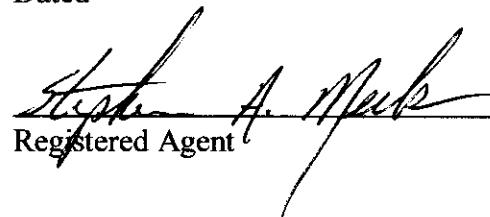
NAME	ADDRESS
Stephen A. Meek	P.O. Box 588 Preston, Id 83263
Don B. Harris	576 Gentile Valley Rd. Grace, ID 83241
Lawrence B. Fox	16205 N. Cleveland Rd. Preston, ID 83263

The number of Directors of the Corporation and their election, terms, powers and responsibilities will be as provided in the Bylaws of the Corporation, and as said Bylaws may from time to time be amended.

ARTICLE IV REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation shall be P.O. Box 588, Preston, ID 83263. The initial registered agent at such office shall be Stephen A. Meek. The registered agent of the Corporation shall thereafter 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. 102 N. State STE 3, Preston ID 83263

24 Aug 2004
Dated


Stephen A. Meek
Registered Agent

ARTICLE V INCORPORATORS

The names and address of the incorporators are as follows:

NAME	ADDRESS
Stephen A. Meek	P.O. Box 588 Preston, Id 83263
Don B. Harris	576 Gentile Valley Rd. Grace, ID 83241
Lawrence B. Fox	16205 N. Cleveland Rd. Preston, ID 83263

ARTICLE VI MEMBERSHIP

The Corporation shall issue no stock, but shall be a membership corporation only. Membership in the Corporation shall be available to those individuals or entities who are parties to a contract to lease storage water in Bear Lake from PacifiCorp, and who also own valid state water rights to the use of water out of the main stem of the Bear River or out of Bear Lake. Further qualifications for membership shall be as established in the Bylaws of the Corporation or as said Bylaws may from time to time be amended.

ARTICLE VII DURATION

The Corporation shall have perpetual existence.

ARTICLE VIII FUNDS

No funds shall be retained by the Corporation in excess of those needed to meet current expenses for such purposes as retiring indebtedness incurred, acquiring assets, expanding the services of the Corporation or maintaining reserves for necessary purposes.

ARTICLE IX DISSOLUTION

The Corporation shall maintain such records as are necessary to determine at any time each members' rights and interests in the assets, if any, of the Corporation. Upon dissolution, the

assets of the Corporation, after the payment of all debts and obligations, shall be distributed to all members and former members in proportion to the business done with the Corporation, insofar as practicable.

ARTICLE X LIABILITY OF DIRECTORS AND OFFICERS

No Director or Officer of the Corporation shall be personally liable to the Corporation or to its members for monetary damages except:

1. For breach of a director's duty of loyalty to the Corporation or its members.
2. For acts or omissions not in good faith, or which involve the intentional misconduct or knowing violation of the law.
3. For liability under Section 30-1-833 of the Idaho Code.
4. For any transaction from which a Director or officer derived any improper personal benefit.

ARTICLE XI LIMITATION ON LIABILITY OF MEMBERS

The private property of the members of the Corporation and the Directors and Officers shall not be liable for the obligations of the Corporation.

ARTICLE XII QUORUM

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

ARTICLE XIII VOTING RIGHTS

Each member shall be entitled to one (1) vote on any matter to properly come before the membership for decision at any regular or special meeting of the members.

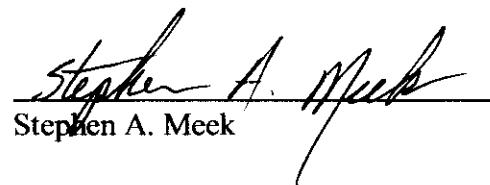
ARTICLE XIV CORPORATE POWERS

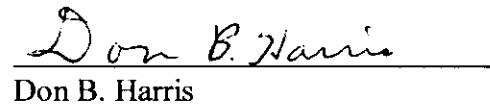
The Corporation shall be an operating company as the same is described in and for the purposes of the provisions of *Idaho Code*, Title 42, Chapters 22 and 24, and shall have and exercise all the rights, power, powers and privileges set forth in said Chapters, including, without limitation, the right 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 members of the

Corporation except insofar as they may be expressly delegated to the Directors by the Bylaws of the Corporation.

The above and foregoing Articles of Incorporation of Bear River Small Irrigators of Idaho, Inc., shall become effective upon the filing hereof.

DATED this 24 day of August, 2004.


Stephen A. Meek


Don B. Harris


Lawrence B. Fox

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