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MACE-CATLIN MUTUAL DITCH COMPANY, INCORPORATED

ARTICLES OF INCORPORATION

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, a majority of whom are citizens of the State of Idaho and of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporate Law of Idaho particularly Title 30, Chapter 3, Idaho Code, do hereby certify:

ARTICLE 1: The name of the Corporation shall be "MACE-CATLIN MUTUAL DITCH COMPANY, INCORPORATED."

ARTICLE 2: The principal office of the Corporation is to be located in Ada County, Idaho at 1111 W. South Channel Road, Eagle, Idaho, 83616.

ARTICLE 3: The purposes for which this Corporation is formed are:

1. To purchase, store, distribute and use water that its shareholders are entitled to by virtue of water rights bestowed upon each shareholder by the State of Idaho, Department of Water Resources, and any and all water as a member in good standing with the Eagle Island Water Users Association, Incorporated as provided thereto.
2. To enter into contracts and obligations of any type or kind relative to the transaction of its ordinary affairs, for any or all of the corporate purposes or related thereto.
3. To fix, charge and collect from its members assessments for the purpose of paying debts of the Corporation and of paying expenses and conducting the business of the Corporation, and to have power to levy and collect the assessments for such shares in the manner and form and the extent provided by Idaho Code and in the Corporation's By-Laws, and as these articles hereinafter may be amended, but the Corporation shall not engage in any activities within the normal course of business that could result in profit, being a mutual water company and duly recognized by the Internal Revenue Service as a 501(c)12 organization.
4. To incur indebtedness without limit as to amount, and to draw, make, accept, endorse or transfer, assign, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, whether secured or unsecured; provided, however, the members (shareholders) shall not be personally liable for any such indebtedness so incurred.

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5. To have, exercise and employ all of the powers now or hereafter granted to corporations organized for the operation, control or management of an irrigation project or canal system or for the purpose of furnishing water to its members (shareholders) and not for profit or hire as provided in Idaho Code, and as it may be amended, and as are not in conflict with Title 30, Idaho Code, and acts amendatory thereto.

6. To do any act or thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any of the aforesaid purposes and objects insofar as the same do not conflict with the laws of the State of Idaho.

ARTICLE 4: The names and addresses of the initial Board of Directors of the Corporation are as follows:

ROD WAGNER

3240 W. CHINDEN BLVD.

MERIDIAN, ID 83642

JAMES WROTEN

1111 W. SOUTH CHANNEL RD

EAGLE, ID 83616

CHARLES LOBDELL

2205 W. MACE RD

EAGLE, ID 83616

ARTICLE 5: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

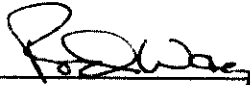
ARTICLE 6: The Board of Directors shall have the power to adopt a Code of By-Laws, and to repeal, amend, or adopt a new Code of By-Laws, by such vote as shall be provide in the By-Laws and shall have voting members (shareholders) as provided for in the By-Laws.

ARTICLE 7: No contract or other transaction between the Corporation and any other corporation, whether or not a majority of shares of capital stock of such other corporation is owned by the Corporation, and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; and directors individually or any firm of which such directors may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation; provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the Corporation who is also a director or officer of any such other corporation, or who is so interested, may be counted as determining the existence of a quorum at any meeting of the Board of directors of the Corporation which


shall authorize such contract or transaction with the like force and effect as if he were not such director or officer of such corporation or not so interested.

ARTICLE 8: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)12 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 14th day of April, 1999.


Rod Wagner


James Wroten


Charles Lobdell

The registered agent/registered office is: James Wroten
1111 W South Channel Rd
Eagle ID 83616