



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

SLIMAN IRRIGATION AND CONSTRUCTION, INC.

was filed in the office of the Secretary of State on **October 30th**, 19 **78**
and that the said articles contain the statement of facts required by Section 30-103, 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 **Gooding, Idaho** in the county of **Gooding**

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 **30th**
day of **October**, A.D., 19 **78**.

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION

OF

SLIMAN IRRIGATION AND CONSTRUCTION ~~INC.~~ ^{DOING} 2.7 AM 6 46

The undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a Corporation (hereinafter referred to as "Corporation") under the provisions of the Idaho Business Corporation Act (hereinafter referred to as the "Act"), adopt the following Articles of Incorporation.

ARTICLE I.

The name of the Corporation is the Sliman Irrigation and Construction, Inc.

ARTICLE II.

The period of duration of the Corporation is perpetual.

ARTICLE III.

The objects and purpose for which this Corporation is formed are: as principal, agent or otherwise, to do in any part of the world any and all things hereinafter set forth to the same extent as natural persons might or could do in furtherance thereof, but not in limitation of the general powers conferred by the laws of the State of Idaho. We expressly provide that this Corporation shall have power:

(a) To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever; to perform engineering and architectural work, including the preparation of plans and specifications and to conduct and carry on the business of installing, laying out, constructing, altering, repairing and maintaining sprinkler and irrigation systems, pumps, wells, pipes and pipeline and doing

any other work in connection therewith, including but not limited to, engineering and electrical work, and to acquire, own, lease and prepare for use any materials or equipment for said purposes.

(b) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

(c) Capacity to Act: To have the capacity to acts possessed by natural persons. To carry on its business within or without the State of Idaho and in foreign countries.

(d) To appoint Officers and Agents: To elect or appoint Officers or Agents of the Corporation, and define their duties and fix their compensation.

(e) To Act as Agent: To act in the State of Idaho and in any State, Territory, District, or possession of the United States, or in any foreign country, in the Capacity of agent, or representative for any individual association, corporation or other legal entity, respecting any business.

(f) To Deal in Real Property: To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let or lease, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever situated, and any interest therein.

(g) To deal in personal property, generally: To acquire (by purchase, exchange, lease, hire or otherwise), hold, own manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(h) To Deal in Charters, Licenses and Memberships: To acquire (by application, assignment, purchase, exchange, lease hire or otherwise), hold, own, use license, lease, sell, convey, or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificate of convenience and necessity, certificates of authority, memberships and other authorizations.

(i) To Deal in Good Will: To acquire (by purchase, exchange, lease, hire, or otherwise), to hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business.

(j) To Enter into Profit Sharing Arrangements and Partnerships: To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or co-operative association with any corporation, association, partnership, individual or other legal entity, for the carrying on of any business.

(k) To Make Contracts: To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(l) To Execute Guarantees: To make any guaranty respecting stock, dividends, securities, indebtedness, interest, contracts or other obligations created by an individual, partnership, association, corporation, or other entity.

(m) To Borrow Funds: To borrow funds or raise monies for any of the purposes of the Corporation, and, from time to time, without limit as to an amount, to execute, accept, endorse, and deliver, as evidence of such borrowing all kinds of securities, including, but without limiting the generality thereof, promissory

notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal or mixed, including contracts rights, whether at the time owned, or thereafter acquired.

(n) Ancillary Powers: To have and exercise all powers necessary or convenient to effect any and all of the purposes for which the Corporation is organized.

(o) To enter into Contracts with persons, firms or corporations to sell the stock of this Corporation upon such terms and conditions as may be permitted by a majority vote of the shareholders of the capital stock of this Corporation, issued, outstanding and entitled to vote.

(p) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes of the attainment of any of the objects or the furtherance of any of the powers hereinfore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incident or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

ARTICLE IV.

The address of the registered office of the Corporation is P. O. Box 491, Gooding, Idaho, 83339, and the name of the registered agent at that address is Mike G. Sliman.

ARTICLE V.

This Corporation will not commence business until the consideration has been received for the initial capital stock subscriptions.

ARTICLE VI.

Section 1: Authorized Shares. The total authorized capital stock of the Corporation shall be divided into Fifty Thousand (50,000) shares of common stock with a par value of one Dollar (\$1.00) per share.

Section 2: Stock Non-Assessable. The private property of the stockholders of this Corporation shall not be subject to the payment of Corporate debts of any extent whatsoever.

Section 3: Voting Power: The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of said common stock, who shall be entitled to one vote for each share of common stock held by them on record.

Section 4: Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the Corporation as defined in the Idaho Business Corporation act, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 5: From time to time, the capitalization of this Corporation may be increased or decreased as provided by law and if the capitalization is increased such amendment may provide for different classes of stock with voting or dividend rights or privileges as may be provided in such amendment.

ARTICLE VII.

Section 1: Meetings of Shareholders. Meetings of the shareholders of the Corporation may be held at such place, with-

in or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3: Code of By-Laws. The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulations and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

ARTICLE VIII.

Section 1: Initial Board of Directors: The initial Board of Directors, shall consist of the three incorporators hereinafter named in Article XI of these Articles of Incorporation, which directors shall serve until the first elections of directors.

Section 2: Number of Directors. The number of the Directors of the Corporation shall be three (3), unless and until otherwise determined by vote of a majority of the entire Board of Directors. The number of Directors shall not be less than three, unless all of the outstanding shares are owned beneficially and of record by less than three shareholders, in which event the number of directors shall not be less than the number of shareholders permitted by statute.

ARTICLE IX.

No contact or other transaction between the Corporation and any other Corporation, whether or not a majority of the shares of the 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 of or officers of, such other Corporation and Director individually, or any firm of which a Director 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; and any Director of the Corporation who is also a Director of or officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other Corporation or not so interested,

ARTICLE X.

After the intial subscription of shares as indicated by signed subscription agreements, of the Corporation's authorized shares have been issued, each holder of shares in this Corporation shall have the first right to purchase shares of this Corporation that may from time to time be issued (whether or not presently authorized,) including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within Thirty (30) days of receipt of notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights.

ARTICLE XI,

The names and post office addresses of the Incorporators and the number of shares subscribed by each are as follows;

MIKE G. SLIMAN	P. O. Box 491 Gooding, Idaho 83330	One Share
MICHAEL E. SLIMAN	P. O. Box 491 Gooding, Idaho 83330	One Share
MURVA J. SLIMAN	P. O. Box 491 Gooding, Idaho 83330	One Share

IN WITNESS WHEREOF, we have hereunto set our hands and seals the 25 day of October, 1978.

Mike Sliman
MIKE G. SLIMAN

Michael E. Sliman
MICHAEL E. SLIMAN

Murva J. Sliman
MURVA SLIMAN

STATE OF IDAHO)
) SS.
County of Gooding)

On this 25 day of October, 1978, before me, the undersigned, a Notary Public in and for said State, personally appeared MIKE G. SLIMAN, MICHAEL E. SLIMAN, AND MURVA J. SLIMAN, 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 in this Certificate first above written.

Larry W. Shaw
Notary Public for State of Idaho
Residing at Gooding, Idaho