

ARTICLES OF INCORPORATION
OF
PRAIRIE RIDGE SUBDIVISION IRRIGATION ASSOCIATION, INC.

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SECRETARY OF STATE
OF IDAHO

We, the undersigned persons, all of whom are residents of the State of Idaho, citizens of the United States of America and of full age, have this date voluntarily associated ourselves together for the purpose of forming a nonprofit corporation under the provisions of Title 30, Chapter 3, *Idaho Code*, and we do hereby make, acknowledge, declare and adopt the following Articles of Incorporation.

I

The name of this corporation shall be: PRAIRIE RIDGE SUBDIVISION IRRIGATION ASSOCIATION, INC.

II

The objectives and purposes of this corporation are as follows:

1. To provide for the ownership, management, maintenance, and operation of a common irrigation system of PRAIRIE RIDGE SUBDIVISION, according to the official plat or plats thereof filed, or to be filed, in the office of the County Recorder of Twin Falls County, Idaho, and such additional parcels of real property serviced by said common irrigation system and subject to the requirements of the Restrictive Covenants Affecting PRAIRIE RIDGE SUBDIVISION filed, or to be filed, in the office of the County Recorder of Twin Falls County, Idaho, with additional real property hereafter annexed to this corporation by filing in the office of the County Recorder of Twin Falls County, Idaho amended or additional Restrictive Covenants referencing this corporation; and
2. To have and exercise all of the powers and authority granted by the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, *Idaho Code*, and all amendments thereto, and all other powers authorized or permitted to nonprofit corporations by the laws of the state of Idaho, as the same may be in effect from time to time; and
3. To exercise generally the powers generally exercised by nonprofit corporations, and particularly the powers provided by the laws of the state of Idaho; and
4. To carry into effect the objects and purposes aforesaid, this corporation is authorized to do all and singular the things necessary and convenient to carry out the general purposes for which it is organized; and
5. To carry on any other business, or do anything in connection with the objects and purposes above mentioned that may be necessary and proper to accomplish successfully or promote the said objects and purposes, the foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the power of the nonprofit corporation to do any of the things within due its general powers; and

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6. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Restrictive Covenants Affecting PRAIRIE RIDGE SUBDIVISION filed, or to be filed, in the office of the County Recorder of Twin Falls County, Idaho, such amended or additional Restrictive Covenants referencing this corporation appurtenant to additional real property hereafter annexed to this corporation, this corporation's Bylaws and these Articles of Incorporation, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this corporation.

III

This corporation is a nonprofit corporation under and pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, *Idaho Code*, and all amendments thereto. This corporation does not contemplate pecuniary gain or profit, and no part of its income shall at any time be distributable to its members, directors or officers; provided, however, this provision shall not be construed to prohibit payments of reasonable compensation for services actually rendered for the benefit of the corporation, and shall not be construed to prohibit the conferring of benefits upon the corporation's members in conformity with its purposes. This corporation is not intended to be eligible to qualify for tax exempt status under the provisions of Section 501(c) of the Internal Revenue Code, as amended from time to time.

IV

The duration of this Corporation shall be perpetual.

V

1. The Restrictive Covenants Affecting PRAIRIE RIDGE SUBDIVISION filed, or to be filed, in the office of the County Recorder of Twin Falls County, Idaho are made a part of these Articles of Incorporation, by reference, and shall include such amended or additional Restrictive Covenants referencing this corporation appurtenant to additional real property hereafter annexed to this corporation.

2. This corporation shall have Members, whose rights, privileges and voting rights shall be as provided in the Restrictive Covenants Affecting PRAIRIE RIDGE SUBDIVISION filed, or to be filed, in the office of the County Recorder of Twin Falls County, Idaho and such amended or additional Restrictive Covenants referencing this corporation appurtenant to additional real property hereafter annexed to this corporation, and the Bylaws of this corporation, so long as not inconsistent with the following.

- a. The record title owners of all or any portion of the lots of PRAIRIE RIDGE SUBDIVISION, according to the official plat or plats thereof filed, or to be filed, in the office of the County Recorder of Twin Falls County, Idaho, and such additional parcels of real property serviced by said common irrigation system and subject to the requirements of the Restrictive Covenants Affecting PRAIRIE RIDGE SUBDIVISION filed, or to be filed, in the office of the County Recorder of Twin Falls County, Idaho and amended or additional Restrictive Covenants referencing this corporation appurtenant to

additional real property hereafter annexed to this corporation, shall automatically be Members of this corporation, and membership in this corporation shall be appurtenant to ownership of said real property and shall run with the land thereof.

- b. Subject to subsection c., immediately herein below, at all meetings of Members of this corporation, the maximum number of votes that may be cast shall be fifteen (15), consisting of one (1) vote for each of the lots of PRAIRIE RIDGE SUBDIVISION and two (2) votes allocated to the real property more particularly described at Exhibit B. The votes allocated to each lot of PRAIRIE RIDGE SUBDIVISION and the real property more particularly described at Exhibit B shall be cast in the manner determined by a majority in interest of the record title owners of each such lot and the real property more particularly described at Exhibit B; fractional votes shall not be permitted.
- c. The maximum number of votes that may be cast at meetings of Members of this corporation shall be increased from fifteen (15) upon the annexation of additional real property to this corporation. Upon the annexation of additional real property to this corporation, the maximum number of votes that may be cast at meetings of Members of this corporation shall be increased by the number of additional lots of the hereafter annexed additional real property, so each additional lot of the hereafter annexed additional real property shall have one (1) vote. The votes allocated to each lot of PRAIRIE RIDGE SUBDIVISION, the real property more particularly described at Exhibit B and such additional real property hereafter annexed to this corporation shall be cast in the manner determined by a majority in interest of the record title owners of each such lot and the real property more particularly described at Exhibit B; fractional votes shall not be permitted.
- d. There shall be no Certificates of Membership. Record ownership of all or any portion of a lot of PRAIRIE RIDGE SUBDIVISION, of all or any portion of the real property more particularly described at Exhibit B, and all or any portion of a lot of additional real property hereafter annexed to this corporation shall constitute proof of membership in this corporation. Membership shall automatically transfer to the transferee with the transfer of record title to all or any portion of a lot of PRAIRIE RIDGE SUBDIVISION, all or any portion of the real property more particularly described at Exhibit B and all or any portion of a lot of additional real property hereafter annexed to this corporation.
- e. Members of this corporation shall be not personally liable for the debts, liabilities or obligations of the corporation.

VI

1. The affairs of this corporation shall be managed by a Board of Directors, consisting

of not less than three (3) Directors and more than fifteen (15) Directors. Upon the annexation of additional real property to this corporation, the number of Directors of the Board of Directors shall be increased by the number of additional lots of additional real property hereafter annexed.

2. Directors shall be record owners of a lot or lots of PRAIRIE RIDGE SUBDIVISION, all or a portion of the real property more particularly described at Exhibit B, and a lot or lots of additional real property hereafter annexed to this corporation. The Bylaws may require additional qualifications for Directors.

3. The number of Directors to be elected for any year shall be determined by majority vote of the Members at the membership meeting at which Directors are to be elected. The first Board of Directors to serve after the initial Board of Directors, as set for in paragraph 3 immediately below, may be appointed by Gary N. Nelson of Gary N. Nelson & Co., and shall serve until the next annual meeting or special meeting called for the purpose of holding an election.

4. The initial Board of Directors of the corporation, who shall serve until the first annual election of the Directors, shall consist of the following person, whose address is as set forth below:

GARY N. NELSON	
BRENT M. FEHRINGER	443 FALLING LEAF LN
ARTHUR FRANK EASLEY	TWIN FALLS ID 83301

VII

The Officers of this corporation shall be elected by the Board of Directors and shall serve for such terms of office as may be designated by the Board of Directors. The Officers of this corporation shall be President, one or more Vice Presidents, Secretary, Treasurer, and any other officers or assistant officers as may be elected or appointed by the Board of Directors. Except for the office of President, more than one office may be held by one person. The time and manner of election of officers, their respective authority and duties, shall be as set forth in the Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with the Bylaws.

VIII

The Board of Directors is authorized to adopt, amend and repeal Bylaws of the corporation, and to provide in such Bylaws provisions relating to the election, qualifications, and term of office of Directors. The Bylaws may be adopted, amended and repealed by vote of the Members at any annual membership meeting, or any special membership meeting called for such purpose.

IX

1. This corporation may be dissolved or the Articles of Incorporation amended upon two-thirds (2/3) affirmative vote of the Members.

2. In the event of dissolution of the corporation, all of the property and assets, after payment of all debts and liabilities, shall be distributed or dedicated to a public body or conveyed to a nonprofit organization with similar purposes as this corporation.

X

Any amendment to the Articles of Incorporation must comply with the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, *Idaho Code*, and all amendments thereto, and the Restrictive Covenants Affecting PRAIRIE RIDGE SUBDIVISION filed, or to be filed, in the office of the County Recorder of Twin Falls County, Idaho.

XI

The initial registered agent and registered address of this Corporation is:

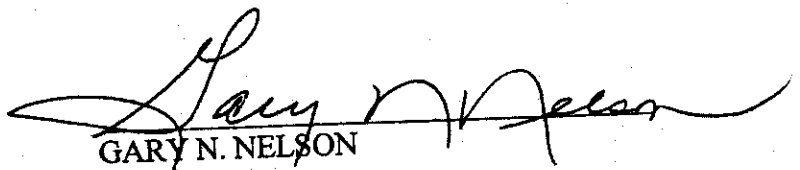
GARY N. NELSON
Gary N. Nelson & Co.
443 Falling Leaf Lane
Twin Falls, Idaho 83301

XII

The name and present address of the incorporator and principal organizer is:

GARY N. NELSON
Gary N. Nelson & Co.
443 Falling Leaf Lane
Twin Falls, Idaho 83301

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 24th day of April, 2008.


GARY N. NELSON