

Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP
~~ARNOLD WILLIAMS~~, 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 **FANSETT IRRIGATION COMPANY**

was filed in the office of the Secretary of State on the **Twelfth** day of **December** A.D. One Thousand Nine Hundred **Sixty-six** and ~~will be~~ duly recorded on ~~Film~~ **Microfilm** of Record of Domestic Corporations, of the State of Idaho, & 30-804 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 **Genova** in the County of **Bear Lake**

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 **12th** day of **December**, A.D., **1966**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
FAWSETT IRRIGATION COMPANY

We, the undersigned residents of the State of Idaho, of full age and citizens of the United States of America, having this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of Chapters 1 and 8, Title 30, of the Idaho Code, Title 42 of the Idaho Code, and under the provisions and in conformity with the laws of the United States of America pursuant to Reclamation Acts, and to that end hereby adopt Articles of Incorporation as follows:

FIRST: The name of the proposed corporation is:

FAWSETT IRRIGATION COMPANY

SECOND: The principal place of business of this corporation shall be in the Village of Geneva, County of Bear Lake, State of Idaho, but the corporation may maintain an office or branch, or such other offices, branches or places of business as the Board of Directors may from time to time determine.

THIRD: This corporation is for perpetual existence unless sooner dissolved or disincorporated according to law.

FOURTH: The nature of the business or objects or purposes to be transacted or carried on by the corporation are:

(a) Primarily to own, acquire, hold, manage, control, operate and maintain all ditches, canals, reservoirs and irrigation systems now under the control, supervision and management of Water District 5-N;

(b) To acquire, hold, manage, supervise, control, appropriate, divert and distribute all waters and water rights in and to Thomas Fork Creek and its tributaries, which waters and water rights and the priority of right thereto have heretofore been determined by a Decree entered on the 20th day of February, 1902, in that certain case filed in the District Court of the Fifth Judicial District of the State of Idaho, in and for the County

of Bear Lake, entitled W. A. Fawsett, et al vs. Thomas Fork Irrigation and Canal Company, et al, recorded in Judgment Book B at Page 154, records of Bear Lake County, Idaho;

(c) To acquire, own, hold, manage, control, supervise, appropriate, divert and distribute all such waters and water rights in and to Thomas Fork Creek and its tributaries taken up for the irrigation of lands under any and all irrigation systems, ditches, canals and reservoirs now in existence and effect, and to acquire other waters or water rights in case the same may be deemed desirable;

(d) To conduct and carry on the business of supplying water to the stockholders of this corporation and to fix, charge, and collect from its stockholders rentals, assessments and maintenance charges based upon the number of shares of stock held by each person, firm, partnership, corporation or association, or proportioned to the amount of water used or owned or by both of said methods or by assessment upon the capital stock, or by such other method as may be prescribed in the By-Laws of this corporation;

(e) To engage in and to construct ditches, canals, flumes, irrigation and drainage systems in supplying and conducting irrigation water to its stockholders, together with the necessary pumps, siphons and appliances for the conducting of said water;

(f) To buy, lease or exchange real or personal property, including easements, such as may be necessary in supplying the water to the stockholders of this corporation;

(g) To acquire, hold, own, manage and control machinery, fixtures, appliances, trucks and other materials and property as this corporation may deem necessary to carry into effect and to perpetuate the purposes for which said corporation was organized and exists;

(h) To sell, convey, lease, assign or dispose of any and all real or personal property, including any and all waters or water rights, and to do and perform all such acts and things as may be required and necessary in the premises of engaging in the general business as heretofore set out by and through these Articles of Incorporation and in accordance with the laws of the State of Idaho; and

(i) To engage in and conduct any legal business not for pecuniary gain or profit to the members hereof pursuant to the laws of the State of Idaho and the laws of the United States of America.

FIFTH: The total number of authorized shares of capital stock of this corporation is 10,000 shares of common stock. The aggregate par value of said common stock is \$100,000.00, the par value of each share being \$10.00.

SIXTH: There shall be only one class of shares issued by said corporation, and the holders of such shares shall be entitled to vote according to the number of shares owned by each holder. Each share of the capital stock of this corporation for the purpose of paying expenses, conducting business or paying debts shall be assessable. In addition to the foregoing, each shareholder in and to Fawsett Irrigation Company shall be entitled to the amount of water together with the date of priority of right as established in W. A. Fawsett, et al vs. Thomas Fork Irrigation and Canal Company, et al, a Decree rendered in the District Court of the Fifth Judicial District of the State of Idaho, in and for the County of Bear Lake, under date of February 20, 1902, recorded in Judgment Book B at Page 154, it being the intent herein that no stockholder, by assigning to Fawsett Irrigation Company the right to any amount of water, together with priority of right to such water as established in said Decree of W. A. Fawsett, et al vs. Thomas Fork Irrigation and Canal Company, et al, shall be deemed to have abandoned, released or relinquished the quantity of water, together with priority as heretofore established and decreed. It is also the intent that in the event this corporation shall be subsequently dissolved, the right to the quantity of water, together with priority of right to such water, shall be that as decreed in the said W. A. Fawsett, et al vs. Thomas Fork Irrigation and Canal Company, et al case.

SEVENTH: The management of the affairs of this corporation shall be vested in a Board of Directors consisting of not less than five members who shall be elected at the annual meeting of the shareholders and who shall serve until their successors are elected and qualified. The number of directors constituting the Board may be increased or decreased from time to time to no more than seven members at any annual meeting of the shareholders or

at any special meeting called for that purpose. The said Board of Directors shall appoint and elect such officers, employees and agents as they may deem advisable, defining the authority of each and prescribing his duties. A majority of the Board of Directors shall constitute a quorum, and they shall have power to transact the business of the corporation and exercise the corporate powers thereof.

EIGHTH: The names and post office addresses of each of the incorporators and the number of shares subscribed by each signing these Articles of Incorporation respectively are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
Harold D. Walter	Border, Wyoming	1
Floyd Preston	Geneva, Idaho	1
Peter Etcheverry	Geneva, Idaho	1
A. R. Linford	Geneva, Idaho	1
Eugene Hall	Geneva, Idaho	1

NINTH: This corporation can furnish water only to its registered paid up shareholders.

TENTH: This corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by applicable statute. All rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we hereto affix our signatures this 30 day of March, 1966.

Harold D. Walter
Harold D. Walter

Floyd Preston
Floyd Preston

Peter Etcheverry
Peter Etcheverry

A. R. Linford
A. R. Linford


Eugene Hall
Eugene Hall

STATE OF IDAHO,)
County of Bear Lake.) ss.

On this 28 day of August, 1966, before me, a Notary Public in and for said State, personally appeared Harold D. Walter, Floyd Preston, Peter Etcheverry, A. R. Linford and Eugene Hall, known to me to be the persons whose names are subscribed to and who executed the foregoing instrument, and who each duly acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

WITNESS My hand and official seal.

(SEAL)



NOTARY PUBLIC for Idaho
Residing at Montpelier, Idaho
My Comm. expires 8-26-67