

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

PRECISION IRRIGATION CONTROL SYSTEMS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 20, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *Janine Chadwick*

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OF

**PRECISION IRRIGATION CONTROL SYSTEMS, INC.**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, citizen of the United State of America, over the age of 21 years, has this day submitted these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho, and certify in writing:

I.

That the name of the Corporation shall be PRECISION IRRIGATION CONTROL SYSTEMS, INC.

II.

That the purposes for which this corporation is formed are to engage in the business of farm consulting and related activities and engaging in all business activity related directly or indirectly to such enterprise. The corporation shall have the authority and power to sell or purchase its own stock, or to sell and purchase the corporate stock of any corporation; to take, own and hold mortgages or other liens, to own real estate and to dispose of the same in any manner that may be necessary for the benefit of said corporation; to enter into, make an perform contracts of every kind, with any person, firm, association or corporation, municipality, State, Federal or Foreign Governments, endorse, discount, execute and issue promissory notes, drafts,

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bills of exchange, warrants and other negotiable or transferable instruments, and to secure the same by mortgage or otherwise, as far as may be permitted by the laws of the State of Idaho, and to do all things necessary and convenient in carrying out the purpose for which this corporation is organized, and especially to exercise all of the powers and rights granted to general business corporations under the laws of the State of Idaho pertaining thereto at the date of the issuance of a certificate of incorporation to this incorporator or hereafter amended.

III.

That the term for which said corporation is to exist is perpetual.

IV.

That the principal place of business of said corporation is 259 East Second North, P.O. Box 312, Soda Springs, Idaho 83276.

V.

The registered agent of the Corporation shall be Rodney B. Wood and the Registered office shall be 259 East Second North, P.O. Box 312, Soda Springs, Idaho 83276.

VI.

That the number of Directors of said corporation shall be not less than one, nor more than three (3). The initial members of the Board of Directors shall be:

- 1) Rodney B. Wood  
259 East Second North  
Soda Springs, Idaho 83276

- 2) Randy Brady  
621 N. Parkway  
Santa Cruz, California 95065
- 3) Bill Eberlein  
618 Calder  
American Falls, Idaho 83211

The Directors of the corporation shall have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except as follows:

- a) For any breach of the Director's duty of loyalty to the corporation or its stockholders.
- b) For acts or omissions nor in good faith or which involve intentional misconduct or a knowing violation of law.
- c) Acts provided for under Idaho Code § 30-1-48.
- d) For any transaction from which the Director derived an improper personal benefit.

#### VII.

That the President, Secretary and Treasurer of the corporation shall be employed to execute in behalf of the corporation all necessary applications for such permits as may be required under Federal, State or Local Laws.

#### VIII.

That the amount of the total authorized capital stock is \$5,000,000.00; of said stock the entire authorization shall be common stock with \$1.00 par value. (5,000,000 shares) No pre-emptive rights shall be denied to shareholders.

#### IX.


That the amount of capital stock of said corporation which has been actually subscribed is 5,000 shares of common stock. The following is the name of the subscriber, his address and the number, in stated value of shares subscribed for, by him:

- 1) Rodney B. Wood  
259 East Second North  
Soda Springs, Idaho 83276 1,000 shares
- 2) Jeff Stark  
382 North Seventh West  
Aberdeen, Idaho 83210 1,000 shares
- 3) Ian R. McCann  
P.O. Box 3809  
Moscow, Idaho 83843 1,000 shares
- 4) Bill Eberlien  
618 Calder  
American Falls, Idaho 8,211 1,000 shares
- 5) Randy Brady  
621 N. Parkway  
Santa Cruz, California 95065 1,000 shares

X.

There shall be no cumulative voting for Directors.

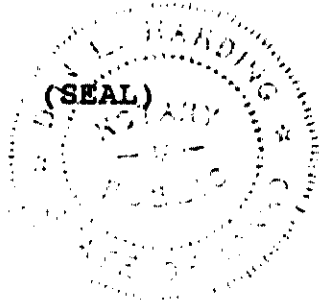
IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
10<sup>th</sup> day of April, 1992.

  
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RODNEY B. WOOD  
259 East Second North  
Soda Springs, Idaho 83276

STATE OF IDAHO                    )  
                                      :SS  
County of Caribou                )

On this 10<sup>th</sup> day of April, 1992, before me, the undersigned Notary Public in and for said County and State, personally appeared RODNEY B. WOOD, known to or identified by me to be the person whose name is subscribed to the within instrument and acknowledged to me that he 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.



Don Z. Handley  
NOTARY PUBLIC FOR IDAHO  
Residing at: Soda Springs, Idaho  
Commission expires: July 13, 1997