

State of Idaho

Department of State

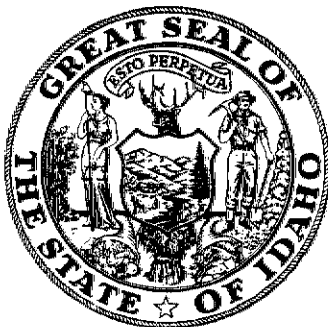
CERTIFICATE OF INCORPORATION OF

FRANKLIN MAPLE CREEK PIONEER IRRIGATION COMPANY
File number C 112218

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 FRANKLIN MAPLE CREEK PIONEER IRRIGATION COMPANY duly signed pursuant to the provisions of the Idaho Nonprofit 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: October 2, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herald*

ARTICLES OF INCORPORATION

OF

FRANKLIN MAPLE CREEK PIONEER IRRIGATION COMPANY

OCT 2 2 35 PM '95
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporators of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, Adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is FRANKLIN MAPLE CREEK PIONEER IRRIGATION COMPANY.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this corporation is in the City of Franklin, County of Franklin, State of Idaho. The address of the initial registered office is 5437 East Maple Creek Road, Franklin, Idaho, and the name of the initial registered agent at this address is DAVID J. RALLISON.

IDAHO SECRETARY OF STATE

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CORPORATION NON PROFIT

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ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. Conveying irrigation water and ownership, construction, maintenance, repair of pipeline pumps and payment of operational costs associated therewith and any other lawful purposes.

B. To qualify as a mutual ditch or irrigation company within the meaning of Section 501(c)(12)(A) of the Internal Revenue Code of 1986, as amended from time to time.

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its stockholders, 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 V hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or

distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(12)(A) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than seven (7) individuals, each of whom, at all times, shall be a stockholder of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the Initial Board of Directors,, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
DAVID RALLISON	5437 Maple Creek Rd Franklin, ID 83237
BOB HOBBS	4018 South Parkinson Rd Franklin, ID 83237
JERRY D. HAWKES	3647 Maple Creek Rd Franklin, ID 83237
DEON KINGSFORD	49 North 3 East Franklin, ID 83237
FRANK PRIESTLEY	3473 South 3200 East Franklin, ID 83237

ARTICLE VIII. ASSESSMENTS.

Assessments based on the number of shares owned by each stockholder, shall be charged to stockholders in an amount to be determined by the Board of Directors on at least an annual basis and payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE IX. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation [to such organization or organizations as shall at the time qualify as exempt organizations, under Section 501(c) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X. INCORPORATOR.

The name and street address of each incorporator is as follows:

DAVID RALLISON

5437 Maple Creek Rd
Franklin, ID 83237

BOB HOBBS

4018 South Parkinson Rd
Franklin, ID 83237

JERRY D. HAWKES

3647 Maple Creek Rd
Franklin, ID 83237

DEON KINGSFORD

49 North 3rd East
Franklin, ID 83237

ARTICLE XI. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the bylaws.

DATED this ____ day of _____, 1995.

David T. Kellogg

Leon Kingford

Jimmy Hender

Bob A. Wobbs