

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

EGIN BENCH WATER ASSOCIATION, 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 EGIN BENCH WATER
ASSOCIATION, INC.,

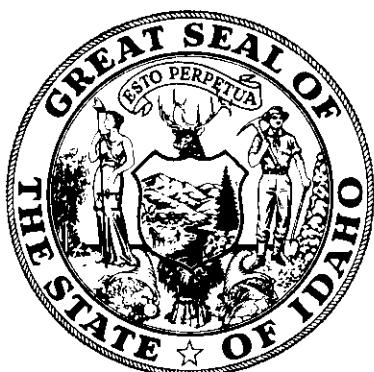
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

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 January 14, 19 85.

Pete Cenarrusa
SECRETARY OF STATE

Corporation Clerk



ARTICLES OF INCORPORATION

OF

EGIN BENCH WATER ASSOCIATION, INC.

We, the undersigned, natural persons of full age, citizens of the United States of America, and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the provisions of Chapter 10, Title 30, of the Idaho Code, and all other laws of the State of Idaho pertaining thereto, and hereby adopt the following ARTICLES OF INCORPORATION for such corporation:

ARTICLE I

The name of the corporation shall be:

EGIN BENCH WATER ASSOCIATION, INC.

ARTICLE II

The purpose for which the corporation is formed is as follows:

a. Implement, develop, and control the continual use of subirrigation water system throughout Southern Idaho including the preservation of the historical methods of subsurface irrigation including the filing of any necessary injunctions or causes of action to prohibit the implementation of sprinkler irrigation systems which would be derogatory to the overall use and operation of the Egin Bench Water Irrigation System.

b. To make and adopt such by-laws, rules and regulations for the admission, suspension and expulsion of its members, and

for their government; for the collection of fees, dues and assessments; for the election and appointment of directors and other officers, and to define their duties; for the safekeeping and protection of its property and funds; and in general, to regulate, manage and preserve its property and interests.

c. To have power to acquire and hold any property, real or personal, by bequest, devise, gift, purchase, lease or otherwise, either absolutely or in trust, for any of the purposes of the corporation, insofar as the same may be held by a corporation under the laws of the State of Idaho pertaining to non-profit corporations, and to convey, sell, lease, mortgage or dispose of such property, and to invest and reinvest the principal and deal with and expand the income therefrom in such manner as may be permitted by law and as, in the judgment of the directors, will best promote and serve the purposes for which the corporation is formed.

d. To have the right to do all and everything convenient and incidental, including the making and carrying out of any contracts, necessary, suitable or proper for the accomplishment of any of the purposes and objects and in furtherance of any of the powers set forth or growing out of or connected with the aforesaid purposes or powers, and generally to have and to exercise all such powers as are by law conferred upon corporations of like character, and to do any and all things and to exercise any and all powers not prohibited by law, but not for pecuniary profit.

ARTICLE III

The corporation hereby formed is not organized and shall not be conducted for the purpose, directly or indirectly, of fixing the price or regulating the production of any article of commerce or of produce of the soil, for sale or consumption.

Pecuniary profit to the corporation or to its members is not the object of this corporation, no pecuniary gain or profit is contemplated, and no part of any net earnings of the corporation shall inure to the benefit of any member, director or individual.

ARTICLE IV

Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed as their interest appears, exclusively to charitable, religious, scientific, literary or educational organizations or the federal government, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they exist or as they hereafter may be amended.

ARTICLE V

The period of the duration of the corporation is perpetual.

ARTICLE VI

The location and Post Office address of the registered office of the corporation is: Route 2, St. Anthony, Idaho 83445.

The registered agent of the corporation is Marshall Orr, located at Route 2, St. Anthony, Idaho 83445.

ARTICLE VII

The private property of the members shall not be liable for the debts and obligations of the corporation.

ARTICLE VIII

The corporation hereby formed shall have no capital stock, and shall be composed of members rather than shareholders.

The rights and interests of all members of the corporation shall be equal, and no members shall have, nor acquire a greater interest in the corporation than any other member; a membership list shall be maintained at the corporate address.

The number and qualification of members, the terms and conditions of admission, the fees for admission, the assessment of dues to carry on the business of the corporation; and other provisions for the regulation of the internal affairs of the corporation consonant with the objects of the corporation and not repugnant to the laws of the State of Idaho, shall be provided for in the by-laws of the corporation.

ARTICLE IX

The by-laws of the corporation may be altered, amended or new by-laws adopted at any regular or special meeting of the members of the corporation called for that purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting; provided, that a quorum as specified in the by-laws of the corporation be present.

ARTICLE X

These ARTICLES OF INCORPORATION may be amended after approval of the proposed amendment by the Board of Directors, at any regular or special meeting of the members of the corporation duly called upon at least ten (10) days' notice of the specific purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting; provided, that a quorum as specified in the by-laws of the corporation be present.

ARTICLE XI

The number of directors of this corporation shall be five (5) or more, the exact number and qualifications thereof to be established by the by-laws of the corporation.

The names and addresses of the intial board of directors who shall serve until their successors are elected or appointed and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bill Richards	Route 2 St. Anthony, Idaho 83445
Charles Parkinson	Route 2 St. Anthony, Idaho 83445
Marshall Orr	Route 2 St. Anthony, Idaho 83445

ARTICLE XII

The names and post office addresses of each of the incorporators are as follows:

Bill Richards Route 2 St. Anthony, Idaho 83445	Charles Parkinson Route 2 St. Anthony, Idaho 83445
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Marshall Orr
Route 2
St. Anthony, Idaho 83445

IN WITNESS WHEREOF, we, Bill Richards, Charles Parkinson, and Marshall Orr, being all of the incorporators hereinabove named, set our respective hands and seals this 10 day of January, 1985.

Bill Richards
BILL RICHARDS

Charles Parkinson
CHARLES PARKINSON

Marshall Orr
MARSHALL ORR

STATE OF IDAHO)
County of Fremont) ss.

On this 10 day of January, 1985, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared BILL RICHARDS, known to me to be the same and identical person whose name is subscribed to the above and foregoing ARTICLES OF INCORPORATION, and for himself acknowledged the same to be his free and voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 10 day of January, 1985.

Grant F. Chandler
Notary Public for State of Idaho
Residing at St. Anthony

My cmn exprs: LIFE

STATE OF IDAHO)
County of Fremont) ss.

On this 10 day of January, 1985, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared CHARLES PARKINSON, known to me to be the same and identical person whose name is subscribed to the above and foregoing ARTICLES OF INCORPORATION, and for himself acknowledged the same to be his free and voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal this 10 day of January, 1985

Mark F. Chandler
Notary Public for State of Idaho
Residing at 97. ANTHONY

My cmn exprs: LIFE

STATE OF IDAHO)
County of Fremont) ss.

On this 10 day of January, 1985, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared MARSHALL ORR, known to me to be the same and identical person whose name is subscribed to the above and foregoing ARTICLES OF INCORPORATION, and for himself acknowledged the same to be his free and voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal this 10 day of January, 1985.

Grant Chandler
Notary Public for State of Idaho
Residing at 57 Anthony

My own exprs: LIFE