



## CERTIFICATE OF INCORPORATION

*I, FRANKLIN GIRARD, 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*

**BOISE VALLEY IRRIGATION DITCH COMPANY**

*was filed in the office of the Secretary of State on the      seventeenth      day  
of      March      A. D. One Thousand Nine Hundred Thirty- three      and  
duly recorded in Book A- 26      of Record of Domestic Corporations, of the State of Idaho,  
and that the said articles contain the statement of facts required by Section 29-103, Idaho Code,  
Annotated.*

*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  
perpetuity existence from the date hereof, with its registered office in this State located at*

**Boise**      in the County of      Ada

*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      seventeenth      day  
of      March      , in the year of our Lord  
one thousand nine hundred      thirty-three      ,  
and of the Independence of the United States of  
America the One Hundred      Fifty-seventh      .*

*Secretary of State.*

ARTICLES OF INCORPORATION  
OF THE  
BOISE VALLEY IRRIGATION DITCH COMPANY

KNOW ALL MEN BY THESE PRESENTS; That Whereas,  
Articles of Incorporation of the Boise Valley Irrigation Ditch Company were filed in the office of the Clerk of the District Court, Second Judicial District of Idaho Territory at Boise City, on the 8th day of March, 1883 and in the office of the Secretary of State of Idaho Territory on the 17th day of March, 1883; Articles of amendment thereto being filed in the office of the County Recorder of Ada County, Idaho, on the 25th day of May, 1910 and in the office of the Secretary of State of the State of Idaho, on the 25th day of May, 1910;

AND, WHEREAS, by the terms of said Articles of Incorporation, the term of existence of said Boise Valley Irrigation Ditch Company expires March 17, 1933;

AND, WHEREAS, at the regular annual meeting of said Boise Valley Irrigation Ditch Company, which said meeting was duly called and held on the 6th day of February, 1933, at Pierce Park School House in Ada County, Idaho, at which said meeting a quorum of the stockholders of said corporation was present, the following resolution was presented, read and unanimously adopted, to-wit:

"RESOLUTION

WHEREAS, the period covered by the Articles of Incorporation of this corporation will expire on the 17th day of March, 1933; and

WHEREAS, it is desired by the stockholders of this corporation that the company be reincorporated under the present laws of the State of Idaho in perpetuity and upon the same plan as now covered by its Articles of Incorporation and amendments thereto and also with such minor changes and amendments as the Board of Directors may deem necessary or desirable;

NOW THEREFORE, BE IT RESOLVED That the Board of Directors of this corporation are hereby authorized and directed to reincorporate this company under the same name in perpetuity.

That the stock of this corporation be exchanged, share for share, for the capital stock of the new corporation. That the Board of Directors and the officers of the corporation are hereby instructed to make such exchange when the new corporation is completed.

That each person now owning and holding stock in this corporation shall file his certificate with the Secretary of the corporation for presentation to the Board, together with satisfactory proof of ownership if required, paying to the Secretary the fee required for transfer of stock. That the Board of Directors shall then cause the transfer to be made by the proper officers of the corporation, either by cancelling the certificate in this corporation and issuing new stock for the same number of shares or by so endorsing the old certificate of stock as to show that it is issued as the stock of the new corporation as, in the judgment of the Board, shall be best.

That the Board is further authorized to pay, from the funds of this corporation, the amount of fees and expenses necessary to be paid in the reincorporation of this company."

THEREFORE, for the purpose of reincorporating said Boise Valley Irrigation Ditch Company, maintaining its existence and extending the period of its corporate life, we the undersigned, the duly elected, qualified and acting Board of Directors of the said Boise Valley Irrigation Ditch Company, each a citizen of the United States and of the State of Idaho, and duly qualified thereto, and in accordance with the resolution of the stockholders of said corporation, do hereby associate ourselves together for the purpose of reincorporating said company and forming a corporation under said name for an extended time in accordance with the laws of the State of Idaho, declare as follows, to-wit:

FIRST

That the name of this corporation is Boise Valley Irrigation Ditch Company.

SECOND

That the purposes for which this corporation is

organized, are:

a. To take over, own, control and operate all the ditches, ditch rights-of-way, structures and water rights from the Boise River or otherwise, now owned, controlled and operated by the said Boise Valley Irrigation Ditch Company and to distribute the water from said works and ditches to the several land owners owning stock therein, in accordance with their said stock.

b. To buy, own, sell, convey, lease and rent such real and personal property as is necessary or convenient in carrying on the business of this corporation.

c. To borrow money for the use of the corporation and to use and pledge the property, real and personal, of this corporation as security for the same and to make and deliver in connection with said matter, in the name of the corporation, notes, bonds, mortgages, trust deeds and other conveyances and instruments or obligations necessary or convenient to carry out such purpose of said corporation.

d. To engage in any business or do anything or act which a natural person might do and which may be necessary or convenient in carrying on the business of the corporation and in carrying out the purposes for which it is organized.

#### THIRD

The duration of the existence of this corporation shall be in perpetuity.

#### FOURTH

The location of the registered office of this corporation and the postoffice address of such office shall be Boise City, in Ada County, State of Idaho.

#### FIFTH

That the total authorized capital stock of this corporation is divided into three thousand shares of the

par value of Ten Dollars each and of the aggregate value of Thirty Thousand Dollars. That the said shares of capital stock of this corporation, shall be issued and exchanged, share for share, for the present outstanding capital stock of the Boise Valley Irrigation Ditch Company, as provided in the resolution hereinabove set out.

SIXTH

That the name, place of residence and postoffice address of each of the incorporators and the number of shares subscribed for and owned by each of the incorporators, are as follows, to-wit:

<u>Name</u>	<u>Residence</u>	<u>Postoffice address</u>	<u>No. of shares</u>
Sigel Clark	Boise, Idaho	R. F. D. # 3	110.5
George Saxon	" "	" #1	4
George W. Williams	" "	" #1	23

SEVENTH

✓ The Board of Directors of this corporation shall have power, by a two-thirds (2/3) vote, to repeal or amend the by-laws of this corporation and to adopt new by-laws for the corporation.

IN WITNESS WHEREOF, the incorporators have, each, hereunto set his name in triplicate, this 17th day of March, 1933.

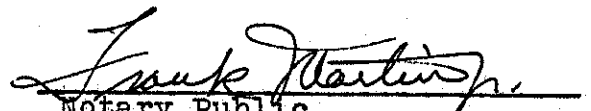
Sigel Clark  
George Saxon  
George W. Williams

STATE OF IDAHO )  
                  : ss.  
COUNTY OF ADA (

On this 17th day of March, 1933, before me, Frank Martin, Jr., a Notary Public in and for said state, personally appeared Sigel Clark, George Saxon, and George W. Williams,

known to me to be the persons whose names are subscribed to  
the within instrument, and acknowledged to me that they  
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.

  
Notary Public  
Residence: Boise, Idaho

ENTERED

# 18390-a

RECEIVED  
 CERTIFICATE OF APPOINTMENT  
 OF REGISTERED AGENT

'80 FEB 26 AM 8:17

KNOW ALL MEN BY THESE PRESENTS:

That Boise Valley Irrigation Ditch Co. **SECRETARY OF STATE**  
(Name of Corporation)  
 an Idaho corporation, pursuant to section 30-1-12, Idaho Code, and by authority of its Board of Directors, does hereby appoint Wilma Ransom  
(Name of Registered Agent)  
 of 4822 Alamosa Lane Boise, Idaho as its  
(street address) (city)  
 Registered Agent in the State of Idaho, upon whom process issued by authority of or under any law of the State of Idaho may be served.

IN WITNESS WHEREOF the corporation has caused this certificate to be executed and verified by its President (or Vice-President) on this 25th day of February, 19 80.

Boise Valley Irrigation Ditch Co.  
(Name of Corporation)  
 By [Signature]  
(Vice-President)  
Vice President  
(Title)

STATE OF Idaho }  
 County of Ada } ss.

Subscribed and sworn to before me this 25 day of February, 19 80.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal.  
[Signature]  
[Signature]  
(Title)