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ARTICLES OF INCORPORATION
OF
LIBERTY TOWN CANAL COMPANY

SECRETARY OF STATE
STATE OF IDAHO

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Nonprofit Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE. Name. The name of the corporation is;

LIBERTY TOWN CANAL COMPANY.

ARTICLE TWO. Duration. The period of duration of the corporation is perpetual.

ARTICLE THREE. Purposes. The purposes of the corporation are for constructing and maintaining ditches and canals for diverting waters from Mill Canyon Creek or other available sources to the properties of the officers and stockholders in this company for agricultural and culinary purposes, and to engage in any and all lawful business for which corporations may be organized under the Idaho Nonprofit Corporation Act.

ARTICLE FOUR. Stock and Members. The total authorized number of shares of stock, without par value, is one hundred (100). No person may be a member of the corporation without first owning stock in the corporation.

ARTICLE FIVE. Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is **20 Sharon Loop, Ovid, Bear Lake County, Idaho, 83254**. The name of the corporation's initial registered agent as such address is **Shane Roberts**.

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ARTICLE SIX. Directors. The number of directors constituting the initial board of directors is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
SHANE ROBERTS	20 SHARON LOOP, OVID, IDAHO, 83254
JIM PARKS	4001 HWY 36, OVID, IDAHO, 83254
GRANT MORGAN	4826 LANARK ROAD, OVID, IDAHO, 83254

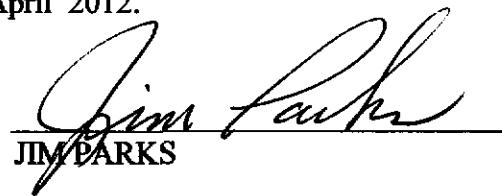
ARTICLE SEVEN. Incorporators. The name and address of each incorporator are:

<u>Name</u>	<u>Address</u>
SHANE ROBERTS	20 SHARON LOOP, OVID, IDAHO, 83254
JIM PARKS	4001 HWY 36, OVID, IDAHO, 83254
GRANT MORGAN	4826 LANARK ROAD, OVID, IDAHO, 83254

ARTICLE EIGHT. Dissolution. In the event of dissolution, all assets of the corporation will be distributed consistent with the requirements of the Idaho Nonprofit Corporation Act.

EXECUTED in duplicate on this 25th day of April 2012.


SHANE ROBERTS


JIM PARKS


GRANT MORGAN

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RESOLUTION

SECRETARY OF STATE
STATE OF IDAHO

WHEREAS, it is deemed to be in the best interest of **LIBERTY TOWN CANAL COMPANY** and its members that the association be incorporated as a nonprofit corporation under the Idaho Nonprofit Corporation Act of the State of Idaho; and

WHEREAS, this resolution was approved by a majority of the shareholders present at the meeting held on April 18 2012 of the shareholders of the **LIBERTY TOWN CANAL COMPANY**;

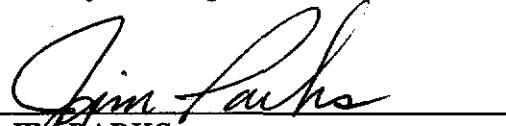
THEREFORE, BE IT RESOLVED, by the **LIBERTY TOWN CANAL COMPANY**, that the association be so incorporated.

FURTHER RESOLVED, that **SHANE ROBERTS, JIM PARKS, AND GRANT MORGAN**, be, and they hereby are, appointed and designated as, and authorized to act as, incorporators to cause such nonprofit corporation, to be known as **LIBERTY TOWN CANAL COMPANY**, to be formed.

FURTHER RESOLVED, that the incorporators be, and they hereby are, empowered to authorize the expenditure of such funds of the association as may be necessary to incorporate such association.

FURTHER RESOLVED, that the incorporators be, and they hereby are, empowered to perform any and all other acts necessary to incorporate the association.


SHANE ROBERTS
President


JIM PARKS
Director/Secretary


GRANT MORGAN
Director/Treasurer