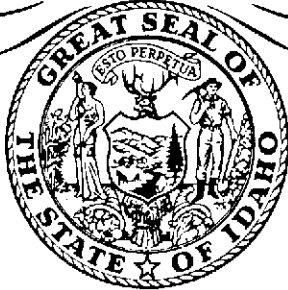


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

#### MUD FLAT CANAL COMPANY

was filed in the office of the Secretary of State on the **fifth** day of **September** A.D., One Thousand Nine Hundred **seventy-four** and ~~will be~~ ~~duly recorded on Film~~ ~~Microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

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 **Perpetual Existence** from the date hereof, with its registered office in this State located at **Grand View, Idaho** in the County of **Owyhee**

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 **5th** day of **September**, A.D., 19 **74**.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION

OF

MUD FLAT CANAL COMPANY

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned Ernest Agenbroad, Gary Agenbroad and Darrel Agenbroad, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following articles of incorporation:

I

The name of this corporation shall be MUD FLAT CANAL COMPANY.

II

The period of existence and duration of the life of this corporation shall be perpetual.

III

The location of the registered office of this corporation shall be Grand View, County of Owyhee, State of Idaho, and the address of the registered office of this corporation shall be P. O. Box 371, Grand View, Idaho.

#### IV

The nature of the business and the objects and purposes of this corporation shall be:

To construct, or otherwise acquire, maintain, manage, operate, and control an irrigation system, and to furnish domestic, stock and irrigation water therefrom to the shareholders of the corporation, exclusively, on land in the State of Idaho; and to do any act or thing necessary or convenient connected therewith for the purposes herein set forth or ancillary or related thereto; to acquire, own, rent, lease, mortgage, and dispose of all kinds of real and personal property; to establish rules and regulations for the use and distribution of water from the irrigation system aforesaid; and to levy and collect for its purposes tolls and assessments from its shareholders.

In general, this corporation shall have the power and authority to carry on any other business in connection with any of the foregoing, and to have and exercise all the powers conferred by the laws of the State of Idaho upon corporations.

#### V

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

If the by-laws so provide, to designate two or more of its members to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interest of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

## VI

The capital stock of this corporation shall be One Thousand Dollars (\$1,000.00) divided into one thousand (1,000) shares of stock of the par value of One Dollar (\$1.00) each. No distinction shall exist between the shares of this corporation and all such shares shall have the same rights in the corporation. The shares of this corporation shall be subject to assessment only for construction, operation and maintenance of its irrigation system or for administrative expenses of the corporation.

## VII

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other rights or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock.

## VIII

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the board of directors, and as may be permitted by law.

## IX

The private property of the stockholders shall not be

subject to the payment of corporate debts to any extent whatsoever.

X

The name and post office address of each of the incorporators and a statement of the number of shares subscribed for by each, is as follows:

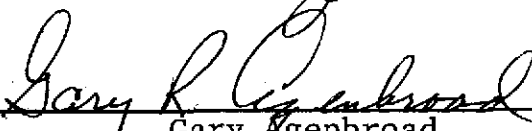
<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Ernest Agenbroad	P. O. Box 345 Grand View, Idaho	One
Gary Agenbroad	P. O. Box 345 Grand View, Idaho	One
Darrel Agenbroad	P. O. Box 345 Grand View, Idaho	One

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

WE, THE UNDERSIGNED, being each one of the original subscribers to the capital stock hereinbefore named for the purposes of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these articles of incorporation, hereby

declaring and certifying that the facts herein stated are true,  
and we respectively agree to take the number of shares of stock  
hereinbefore set opposite our names and accordingly have hereunto  
set our hands and seals this 31st day of August, A. D. 1974.

  
Ernest Agenbroad

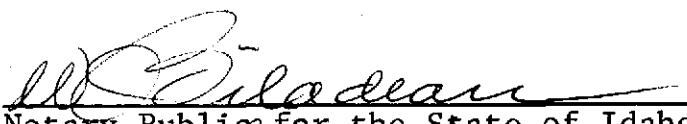
  
Gary Agenbroad

  
Darrel Agenbroad

STATE OF IDAHO       )  
                              ) ss.  
COUNTY OF OWYHEE   )

On this 31st day of August, 1974, before me, the undersigned,  
a Notary Public for the State of Idaho, personally appeared ERNEST  
AGENBROAD, GARY AGENBROAD and DARREL AGENBROAD, known to me to be  
the persons whose names are subscribed to and who executed and  
signed the within and foregoing Articles of Incorporation of MUD  
FLAT CANAL COMPANY, and severally acknowledged to me that they  
executed the same in triplicate.

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 for the State of Idaho  
Residing at Grandview, Idaho