

State of Idaho

Department of State

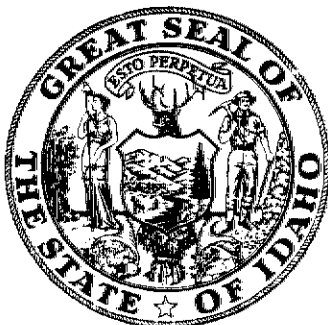
CERTIFICATE OF INCORPORATION OF

NORTH FORK WATER USERS PROTECTIVE ASSOCIATION, INC.
File number C 119770

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 NORTH FORK WATER USERS PROTECTIVE 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: June 9, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Chae Sibel

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
of

NORTH FORK WATER USERS PROTECTIVE ASSOCIATION, INC.

The following Articles of Incorporation were adopted pursuant to Chapter 3 of Title 30, of the Idaho Code, and are hereby known as the Idaho Nonprofit Corporation Act of the State of Idaho.

1. Name.

The name of the corporation is:

NORTH FORK WATER USERS PROTECTIVE ASSOCIATION, INC.

2. Duration.

This corporation shall have perpetual duration.

3. Purposes.

The corporation is formed to represent, protect and advance the interests of all persons and entities using, now or in the future, the waters of the North Fork of the Snake River and its tributaries; to correlate, encourage and strengthen their activities in a concerted effort; to assist by education, dissemination of information and otherwise, in their aims and desires; to nominate for election representatives to the Committee of Nine of Water District #1; to cooperate with all persons, agencies and entities and to engage in all other lawful business for which such a corporation may be incorporated under the Idaho Nonprofit Corporation Act.

4. Authorized Shares.

The corporation shall be authorized to issue 10,000 shares of capital stock, all of one class, for a par value of One Dollar (\$1.00) per share, or portion thereof. However, said stock shall be issued only to those canal companies, persons and other legal entities who have valid decreed or Idaho licensed water rights in the North Fork of the Snake River and its tributaries for domestic, stockwater, and irrigation purposes.

Furthermore, shares may be issued only upon the basis of one share per each cubic foot per second (cfs) of water rights described above. Said stock shall be fully assessable, and is further governed by a Pre-Incorporation Agreement entered into by the initial subscribers hereto.

5. Registered Agent and Office.

The name of the initial registered agent and the address of the initial registered office of the corporation are:

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SECRETARY OF STATE
DATE 06/06/1997
0900 99509
CK #: 7068-
INC NONP 30.00= 30.00

: C

Dale L. Swenson
350 North 6th West
P.O. Box 15
St. Anthony, ID 83445

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SECRETARY OF STATE
STATE OF IDAHO

5A. No Members and Security for Assessments.

The Corporation shall not have members, but shall issue stock pursuant to Section 4 above, and assessments shall be secured by a lien upon the shares of stock of stockholder/shareholder Corp.

5B. Non-Profit Operation.

This Corporation shall at all times be operated on a non-profit basis for the benefit of its stockholders. No interest or dividends shall be paid or payable to the stockholders by the Corporation.

In the payment of assessments, which shall be uniform on each share of stock, the business of the Corporation shall be so conducted that only sufficient funds shall be levied and collected from the stockholders as are necessary for the payment of its reasonable and necessary expenses in carrying out the purposes of the Corporation. Should an excess of funds be collected, by said assessments or by the rental or sale of surplus water in times of plenty, which shall exceed a reasonable sum to be retained in a reserve fund for the acquisition of water by lease, purchase or otherwise, in times of shortage, and after taking into account the Corporation's reasonable needs for normal business purposes, retiring indebtedness, expansion, or maintaining reserves for other necessary purposes, the same shall, at the discretion of the board of directors of the Corporation, be returned to the stockholders on a per share basis, or the Corporation shall reduce the amount of the next assessment on said stock, or both. The books and records of the Corporation shall be set up and kept in such a manner that at the end of each fiscal year, a record of the amount of surplus funds collected by the Corporation shall be made.

All such amounts received by the Corporation from its operations in excess of costs and expenses shall, insofar as permitted by law, be used to offset any losses incurred during the current or any prior fiscal year.

5C. Distribution upon Dissolution or Liquidation.

In the event of dissolution or liquidation of the Corporation, after all outstanding taxes and indebtedness of the Corporation shall have been paid, together with all costs of dissolution or liquidation, all gains from the sale of an appreciated asset, as well as all other assets, including funds of the Corporation, shall be returned to the stockholders on a per share basis. The name and address of the initial person responsible for distribution shall be:

Dale L. Swenson
350 North 6th West
P.O. Box 15
St. Anthony, ID 83445

6. Directors.

The affairs of the corporation shall be conducted by a Board of Directors of not less than ten (10) directors, the exact number of which and the time and manner of their election, as well as their terms, shall, from time to time, be fixed by the By-Laws. The initial Board of Directors shall consist of ten directors whose names and addresses are as follows:

Gary Taylor	1681 E. 300 N., St. Anthony, ID 83445
Robert Mace	699 N. 2000 E., St. Anthony, ID 83445
Richard Crapo	435 N. 1500 E., St. Anthony, ID 83445
Ray Hess	3431 E. 1200 N., Ashton, ID 83420
Perry Grube	4394 E. 1400 N., Ashton, ID 83420
Walter Scafe	1010 Grainville Rd, Ashton, ID 83420
Keith Ball	1002 W. 3000 N., Rexburg, ID 83440
Keith Erikson	873 W. 2000 S., Rexburg, ID 83440
Glen Davis	229 N. 2400 E., St. Anthony, ID 83440
Dean Graham	4397 E. 2000 N., Sugar City, ID 83448

7. Incorporators.

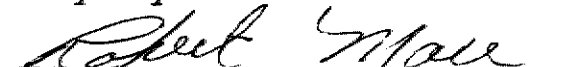
The names and addresses of the incorporators are as follows:

Gary Taylor	1681 E. 300 N., St. Anthony, ID 83445
Robert Mace	699 N. 2000 E., St. Anthony, ID 83445
Ricard Crapo	435 N. 1500 E., St. Anthony, ID 83445
Ray Hess	3431 E. 1200 N., Ashton, ID 83420
Perry Grube	4394 E. 1400 N., Ashton, ID 83420
Walter Scafe	1010 Grainville Rd, Ashton, ID 83420
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Dean Graham	4397 E. 2000 N., Sugar City, ID 83448

This organization has been in existence on an informal basis since about the year 1916 and now wishes to formally organize and incorporate this 24th day of March, 1994.



Gary Taylor



Robert Mace

Richard Crapo
Richard Crapo

Ray Hess
Ray Hess

Perry Grube
Perry Grube

Walter Scafe
Walter Scafe

Keith Ball
Keith Ball

Keith Erikson
Keith Erikson

Glenn Davis
Glenn Davis

Dean Graham
Dean Graham

STATE OF IDAHO,)
 ss.
County of Fremont.)

On this 2nd day of April, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared GARY TAYLOR, ROBERT MACE, RICHARD CRAPO, RAY HESS, PERRY GRUBE, WALTER SCAFE, KEITH BALL, KEITH ERIKSON, GLENN DAVIS, and DEAN GRAHAM, 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.

James L. Highley
Notary Public for Idaho

Residing at: Revere,

My Commission Expires: 10-1-99