

State of Idaho

Department of State

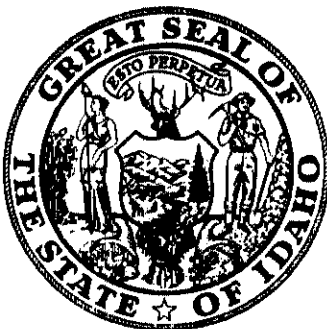
CERTIFICATE OF INCORPORATION OF

IDAHO GROUND 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 IDAHO GROUND 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: April 4, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

**ARTICLES OF INCORPORATION
OF
IDAHO GROUND WATER ASSOCIATION, INC.**

I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a nonprofit corporation for the purposes stated below, under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), and the acts amendatory thereof and supplemental thereto, hereby certify as follows:

APR 4 10 22 AM '94
SECRETARY OF STATE

ARTICLE 1. NAME

The name of the Corporation is Idaho Ground Water Association, Inc.

ARTICLE 2. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE 3. DURATION

The duration of the Corporation is perpetual.

ARTICLE 4. PURPOSES

The Corporation is organized and will be operated for these purposes:

1. To represent the interests of Idaho's ground water users and promote the efficient use and economic development of water resources.
2. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The location and the physical address of the initial registered office of the corporation and its registered agent is as follows:

Registered Office: Racine, Olson, Nye, Cooper & Budge, Chtd.
201 E. Center, Suite A2
P.O. Box 1391
Pocatello, ID 83204-0391

Registered Agent: Randall C. Budge, Esq.
Racine, Olson, Nye, Cooper & Budge, Chtd.
201 E. Center, Suite A2
P.O. Box 1391
Pocatello, ID 83204-0391

IDAHO SECRETARY OF STATE

19940404 0900 68931 2
CK # 7888 CUST# 1626
CORP 30.00 30.00

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ARTICLE 6. MEMBERS

The Corporation shall have such class or classes of members who shall have such rights as are provided in the Act and are consistent with the Bylaws and the management authority that these Articles grant the Board of Directors.

ARTICLE 7. MEMBERSHIP DUES

Membership dues may be charged to all members in equal amounts or in different amounts or proportions upon different members and some members may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE 8. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors ("Board"), which shall consist of not less than three individuals, each of whom, at all times, shall be a member, or a duly authorized representative of a member, of the Corporation. The actual number of Directors may be fixed by the Bylaws of the Corporation or by vote from time to time of the Board. Other than the Directors constituting the initial Board, who are designated in these Articles, the Directors shall be elected or appointed by the members in the manner and for the term provided in the Bylaws of the Corporation.

The persons constituting the initial Board are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------------|--|
| 1) Bill Taylor | Idaho Irrigation Pumpers Association 4535 W. 81 N. Idaho Falls, ID 83402 |
| 2) Richard F. Smith | Upper Valley Irrigation Association P.O. Box 8 Rexburg, ID 83440 |
| 3) Benjamin M. Hepler | Boise Water Corporation 8248 W. Victory Road P. O. Box 7488 Boise, ID 83707 |
| 4) Jane Ferguson Klammer | Anheuser-Busch Companies, Inc. Executive Offices One Busch Plaza St. Louis, MO 63118-1852 |

ARTICLE 9. INCORPORATOR

The name and address of the incorporator is as follows:

Richard F. Smith

Upper Valley Irrigation Association
P.O. Box 8
Rexburg, ID 83440

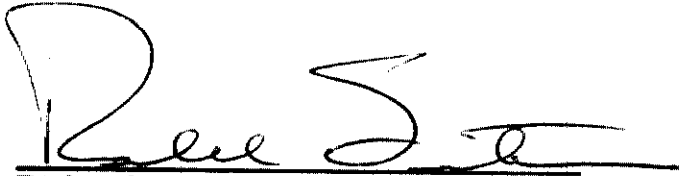
ARTICLE 10. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE 11. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation in a manner consistent with the Corporation's purposes.

Dated: 3/23, 1994.


Richard F. Smith, Incorporator

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SEC. OF STATE

May 25, 1994

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Secretary of State's Office
Attention: Everett Wallers
Statehouse, Room 203
Boise, Idaho 83720

#105834
consent for
use of name

Re: Idaho Ground Water Association, Inc.

Dear Mr. Wallers:

Please be advised that the Idaho Ground Water Association, Inc., an Idaho corporation previously incorporated under Idaho law, hereby gives its consent to the subsequently formed Idaho Ground Water Association, Inc., incorporated on April 4, 1994, changing its name to Idaho Ground Water Appropriators, Inc.

Sincerely,



DAN NEU, President
Idaho Ground Water Association
565 Fillmore Street
American Falls, Idaho 83211