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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AUDREY MARION LATERAL WATER USERS ASSOCIATION, INC.

These Amended and Restated Articles of Incorporation of Audrey Marion Lateral Water Users Association, Inc. ("Amended Articles") replace in their entirety all former articles of incorporation, including those certain articles filed with the Idaho Secretary of State on March 26, 2025. The undersigned certifies that the Board of Directors of Audrey Marion Lateral Water Users Association, Inc. ("Corporation") has unanimously adopted these Amended Articles pursuant to Idaho Code § 30-30-703(1)(a) and 706(1). For purposes of complying with Idaho Code § 30-30-706(8)(a), the undersigned certifies that these Amended Articles do not contain any amendments requiring approval by the members.

ARTICLE ONE
CORPORATE NAME

The name of the Corporation is: Audrey Marion Lateral Water Users Association, Inc.

ARTICLE TWO
REGISTERED AGENT

The street address of the initial registered office of the Corporation is 721 Marion Drive, Homedale, Idaho 83628, and the name of its initial registered agent at such address is Julia Moore.

ARTICLE THREE
DURATION

The period of existence and duration of the Corporation shall be perpetual.

ARTICLE FOUR
CORPORATE NATURE

The Corporation is a nonprofit corporation.

ARTICLE FIVE PURPOSES

The Corporation is organized for the sole purpose of operating as a lateral ditch water users association pursuant to Idaho Code Title 42, chapter 13. The Corporation will be operated for the benefit of its members, those receiving water from a common delivery point, pressurizing pump, distribution lines and other current and future irrigation features ("Water System"). The Water System provides irrigation water to homeowners on Marion Drive and Audrey Drive in the City of Homedale, Idaho. The Corporation shall exercise all powers and authorities of a lateral ditch water users association under Idaho law including, without limitation, the authority to elect officers and a Lateral Manager, establish, levy and collect assessments for the maintenance and operation of the Water System, establish penalties for delinquencies in such assessments and engage in collection activities, impose liens, borrow money, sue and be sued in its own name.

The Corporation may acquire title and hold title to all such real and personal property as may be necessary and desirable to carry out its purpose, and to manage or operate any real or personal property given or devised to or acquired by the Corporation; to sell, convey, lease, dispose of, or exchange real or personal property, and to do all things convenient and incidental to the proposes of the Corporation, and generally to have and to exercise all such powers as are by law conferred upon such corporations of like character, exercising any and all powers not prohibited by law.

ARTICLE SIX NO STOCK

This Corporation shall have no authority to issue capital stock.

ARTICLE SEVEN AMENDMENT OF ARTICLES AND BYLAWS

These Articles of Incorporation may be altered, amended or replaced by the Corporation officers, sitting as a Board of Directors, at any regular or special meeting. Bylaws of the Corporation may be adopted or amended by the Corporation officers, sitting as a Board of Directors, at any regular or special meeting. Provided, however, that no amendment to these Articles of Incorporation or the Bylaws that extend the purpose and authority of the Corporation beyond that of a lateral ditch water users association under Idaho Code Title 42, chapter 13, shall be valid unless approved by 90% of the Members at a regular or special meeting noticed and called for the specific purpose of considering such an amendment.

**ARTICLE EIGHT
CORPORATE MEMBERSHIP**

Members of the Corporation shall be the Water System's "water users" as defined at Idaho Code §42-1313.

**ARTICLE NINE
OFFICERS; BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its officers who shall also serve as its Board of Directors pursuant to Idaho Code §42-1301. Officers shall include at least a chairman, vice-chairman, secretary, and treasurer. The names and street addresses of the persons constituting the initial officers and Board of Directors are:

NAME	ADDRESS
Tony Villaneuava President	731 Audrey Drive, Homedale, Idaho 83628
Nate Vollmer Vice President	714 Marion Drive, Homedale, Idaho 83628
Julia Moore Secretary	721 Marion Drive, Homedale, Idaho 83628
Donna McBride Treasurer	728 Marion Drive, Homedale, Idaho 83628

The Corporation shall indemnify any Director, officer, or former Director or former officer of the Corporation against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being of having been a Director or officer, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation; and to make any other indemnification that is authorized by the Bylaws.


ARTICLE TEN
ALLOWABLE EXPENDITURES

All funds and properties received by this Corporation shall be used in the first instance, or shall be invested and the income therefrom used, after payment of necessary expenses, for the exclusive objects and purposes set forth in these Articles of Incorporation as deemed advisable by the Board of Directors.

ARTICLE ELEVEN
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation as provided for in the Act, these Articles of Incorporation and the Bylaws.

IN WITNESS WHEREOF, I, the Corporation Secretary, duly authorized to act on behalf of the Corporation in this matter, certify and sign these Amended Articles this 8th day of May, 2025.


Julia Moore, Secretary