

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

MAPLE CANYON WATER USERS ASSOCIATION, INC.

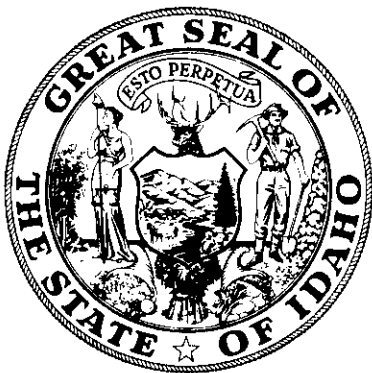
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

MAPLE CANYON WATER USERS 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 28, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

ARTICLES OF INCORPORATION

OF

MAPLE CANYON WATER USERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, WARREN G. WRIGHT, CALVIN CRANE, WILLIAM B. CRANE and BERT WESTLAKE, have associated ourselves together for the purpose of forming a body corporate in accordance with the provisions of the nonprofit corporation laws of the State of Idaho, and do hereby make, execute, and acknowledge these articles in writing.

ARTICLE I

The name of the Corporation is MAPLE CANYON WATER USERS ASSOCIATION, INC..

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The objectives for which said Corporation is formed are:

(a) To construct, maintain, and operate rural drainage systems, rural irrigation systems, and other soil and water management projects for the use and benefit of its members, as well as to purchase or lease such facilities, including any necessary related facilities.

(b) To acquire or lease, maintain, and operate machinery and equipment for the use and benefit of its members.

(c) To hold, purchase, acquire, lease and convey real and personal property; to borrow money for the use and needs of the Corporation; and to pledge and/or mortgage real, personal and intangible property of said Corporation as security for indebtedness incurred.

(d) To levy assessments upon its members for: The acquisition by lease, purchase, or otherwise of lands; the construction, operation, maintenance of equipment and facilities and improvements thereto; the payment of the lawful obligations of the Corporation.

(e) To sue and to be sued, complain and defend in any court of law or equity.

(f) To have a Corporate Seal which may be altered at pleasure, and to use the same by causing it or a facsimile of it to be impressed or affixed or reproduced or otherwise.

(g) To elect such officers and appoint such agents as the business of the Corporation shall require and to allow such appointed agents suitable compensation.

(h) To make By Laws not inconsistent with the Constitution or laws of the United States, or of this State, for the management of its property; the operation of its business, and the regulation and government of its affairs; and for the execution and transfer of its membership certificates.

(i) To do any and all things that may be incident to or conducive of the aforesaid objectives, or any of them, and exercise the usual powers of corporate bodies consistent with the laws of this State, except as herein prohibited or forbidden or restricted by the By Laws of this Corporation.

#### ARTICLE IV.

The affairs of the Corporation are to be managed by the Board of Directors which shall consist of five members, except when all outstanding shares of the corporation are owned by less than five shareholders, in which event, the number of directors shall equal the number of shareholders of the Corporation. A majority of the Board of Directors always shall be farmers, ranchers, farm tenants, farm laborers, or other permanent rural residents who reside in the immediate area surrounding the location of the Corporation's property or place of business. The Board of Directors shall be elected by the voting membership at the annual meeting of the members and shall hold office for three years, or until their successors are elected in accordance with the provisions of the By Laws. The Directors who shall serve until the first annual meeting of the members of this Corporation, or until their successors are duly elected and qualified are:

NAME

ADDRESS

Calvin Crane  
William B. Crane  
Warren G. Wright  
Bert Westlake

Star Route 1, Bennington, Idaho 83223  
Star Route 1, Bennington, Idaho 83223  
420 North Ninth, Montpelier, Idaho 83254  
Star Route 1, Bennington, Idaho 83223

The foregoing being all the stockholders of the Corporation.

ARTICLE V.

The Board of Directors of the Corporation will elect a President, a Vice President, a Secretary, and a Treasurer, and such other officers and assistant officers as may be deemed necessary at the first meeting of the Board of Directors after this Corporation commences to legally exist. The offices of Secretary and Treasurer may be combined. Each officer shall hold office for a term of one year or until his successor is elected and qualified pursuant to the Bylaws.

ARTICLE VI.

Section 1. The total authorized number of shares of capital stock which the corporation shall have authority to issue is 100, all of which shall be without par value.

Section 2. The membership of this Corporation shall consist of the incorporators hereof and such other natural persons who shall possess the qualification and duly apply for membership as prescribed by the Bylaws and who shall be approved by the Board of Directors.

Section 3. Membership shall represent the right to share with all other members in the use of the facilities and assets of the Corporation, subject to the provisions of the Bylaws and regulations adopted by the Board of Directors and from time to time duly amended and/or supplemented.

Section 4. Membership in this Corporation shall be transferable and subject to mortgage or pledge only on approval of the Board of Directors. This restriction shall be recited in all certificates of membership issued.

ARTICLE VII

Further provisions for the management of this Corporation, the qualifications for membership, the conduct of its affairs, and the powers, duties

and privileges of its directors, officers, committees, and membership shall be as set forth in the Bylaws and any amendments thereto.

## ARTICLE VIII

The address of the initial registered office of the Corporation is 460 North Ninth Street, Montpelier, Idaho, 83254, and the name of its initial registered agent at such address is Warren G. Wright.

## ARTICLE IX.

The name and address of each incorporator is:

NAME \_\_\_\_\_

ADDRESS

Calvin Crane  
William B. Crane  
Bert Westlake  
Warren G. Wright

Star Route 1, Bennington, Idaho 83223  
Star Route 1, Bennington, Idaho 83223  
Star Route 1, Bennington, Idaho 83223  
420 North Ninth, Montpelier, Idaho 83254

IN WITNESS WHEREOF, we have hereunto set our hands this 17<sup>th</sup> day of April, 1980.

Calvin Crane  
Calvin Crane

William B. Crane  
William B. Crane

Bert A. Westlake  
Bert Westlake

Warren G. Wright

STATE OF IDAHO )  
 ) ss  
County of Bear Lake )

On this 17 day of April, 1980, before me the undersigned notary public, personally appeared CALVIN CRANE, WILLIAM B. CRANE, BERT WESTLAKE, and WARREN G. WRIGHT, 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.

(seal)

*Thomas Lee Nelson*  
Notary Public for Idaho  
Residing at Montpelier, Idaho