

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

IDAHO IRRIGATION, INC.

was filed in the office of the Secretary of State on the **Twenty-eighth** day of **April** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ / duly recorded on ~~Film No.~~ **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

Rathdrum,

in the County of

Kootenai.

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 **28th** day of **April**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

IDAHO IRRIGATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, do this day voluntarily associate ourselves together for the purpose of forming a corporation under the general laws of the State of Idaho and for that purpose do hereby make and subscribe in triplicate the following Articles of Incorporation:

ARTICLE I

The corporate name of this corporation shall be IDAHO IRRIGATION, INC..

ARTICLE II

The nature of the business and the purposes for which the corporation is formed are:

- (a) To engage in irrigated farming operations, growing and producing grains, seeds, and all and every kind of agricultural and horticultural products, whether by direct operation, custom farming or leasing, within the State of Idaho; to operate and manage any irrigation system including the distribution of water to customers of the corporation.
- (b) To produce, process, manufacture, import, export, buy, market and sell and in any way or manner deal with agricultural, industrial and commercial products of every kind and character; to engage in research for the development, refinement and perfection of any and all kinds of agricultural and horticultural products, processes and methods.

- (c) To acquire, by purchase or otherwise, the good will, business, property rights, franchises and assets of every kind, with or without undertaking either wholly or in part the liabilities of any person, firm, association or corporation; and to acquire any business as a going concern or otherwise (1) by purchase of the assets thereof wholly or in part, (2) by acquisition of the shares or any part thereof; or (3) in any other manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the good will, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.
- (d) To borrow money; to issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise, or to issue the same unsecured.
- (e) To lend money; to purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of and deal in, shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any other person, corporation or association, whether domestic or foreign, and whether now or hereafter organized or existing; and while the holder thereof to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.
- (f) To purchase, hold, sell and transfer shares of its own capital stock provided it complies with the laws of the State of Idaho in doing so.
- (g) To carry on any business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interest of this corporation or to enhance the value of its property or business; to conduct its business in this state, in other states, in the District of Columbia; in the territories and colonies of the United States, and in foreign countries;

and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Idaho, and to have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereinafter be amended.

The enumeration herein of the objects and purposes of this corporation shall be construed as powers, as well as objects and purposes, and shall not be deemed to exclude by inference any powers, objects, or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Idaho, now or hereafter in effect or implied by reasonable construction of said laws.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation in the State of Idaho is:

Route 1, Rathdrum, Idaho.

ARTICLE V

The authorized capital of this corporation shall be and is Fifty Thousand Dollars (\$50,000.00).

The number of shares of stock that may be issued shall be five thousand (5,000), all of which shares shall be common stock carrying a par value of Ten Dollars (\$10.00) per share. Every shareholder of

record shall have the right at every shareholder's meeting to one (1) vote for every share standing in his name on the books of the corporation.

ARTICLE VI

The number of directors of said corporation shall be not less than three (3), nor more than seven (7).

The first directors shall hold office until the 31st day of August, 1965, and their names and addresses are as follows:

Roy P. Peringer	101 N. Spring, Pullman, Washington
Barbara Ann Peringer	101 N. Spring, Pullman, Washington
Marshall A. Neill	414 Dexter, Pullman, Washington

ARTICLE VII

The names and post office addresses of each of the incorporators and the number of shares of stock subscribed by each are as follows:

Roy P. Peringer	101 N. Spring Pullman, Washington	25 shares
Barbara Ann Peringer	101 N. Spring Pullman, Washington	24 shares
Marshall A. Neill	414 Dexter Pullman, Washington	1 share

ARTICLE VIII

The authority to make or amend By-Laws is vested in the board of directors, subject to the power of the shareholders to change or repeal such By-Laws.

IN WITNESS WHEREOF, we have hereunto set our hands and seals

this 26th day of April, 1965.

Ray P. Singer

Barbara Ann Keringer

Harvard Univ

STATE OF WASHINGTON)
) ss.
County of Whitman)

On this day personally appeared before me ROY P. PERINGER, BARBARA ANN PERINGER, and MARSHALL A. NEILL, to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 26th day of April, 1965.

Notary Public in and for the State
of Washington, residing at Pullman.