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# State of Idaho

## Department of State

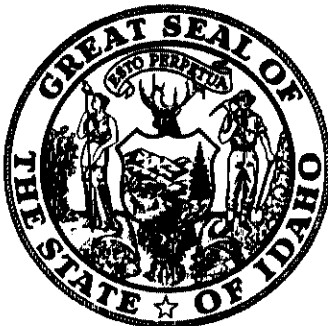
### CERTIFICATE OF INCORPORATION OF

HAGERMAN WATER RIGHT OWNERS, 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 HAGERMAN WATER RIGHT OWNERS, 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: December 23, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Lucy J. Clark*

**ARTICLES OF INCORPORATION**

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SEC. OF STATE

OF

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**HAGERMAN WATER RIGHT OWNERS, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

**ARTICLE I. NAME.**

The name of the Corporation is *Hagerman Water Right Owners, Inc.*

**ARTICLE II. NONPROFIT STATUS.**

The Corporation is a nonprofit corporation.

**ARTICLE III. PERIOD OF DURATION.**

The period of duration of the Corporation is perpetual.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.**

The location of this Corporation is in the City of Hagerman, County of Gooding, State of Idaho. The address of the initial registered office is 17966 U.S. Highway 30, Hagerman, Idaho 83332 and the name of the initial registered agent at this address is Daniel McFaddan.

**ARTICLE V. PURPOSES.**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To help the people of the Hagerman Valley and other places in Idaho protect and defend their water rights by organizing and acting to maintain and defend the rights of citizens to use the water resources of the State of Idaho for all ~~other~~ ~~public~~ ~~purposes.~~

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**B.** To help the people of the Hagerman Valley and other places in Idaho to lessen the burden of defending their rights to the use of the water resources of the State of Idaho which they have been compelled to do by the government's commencement and prosecution of the Snake River Basin Adjudication.

**C.** To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### **ARTICLE VI. 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 V hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except for legislation relating to or affecting the purposes set forth in Article V hereof. The Corporation shall not participate in, or intervene in (including the publishing or distribution statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(12) of the Internal Revenue Code of 1986, as amended from time to time.

#### **ARTICLE VII. MEMBERS.**

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person making a claim to a water right in the Snake River Basin Adjudication may become a member of the Corporation upon payment of the annual dues and any assessments fixed by the Board of Directors.

## ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than nine (9) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of directors shall be fixed by the By-laws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing members in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

Daniel McFaddan (Chairperson)  
17966 U.S. Highway 30  
Hagerman, ID 83332

Clifton Jensen (Vice-chairperson)  
17825-A U.S. Highway 30  
Bliss, ID 83332

Dick J. Veenendaal  
221 Willow Lane (Box 512)  
Hagerman, ID 83332

George Lemmon  
2727 South 1050 East  
Hagerman, ID 83332

Robert Brailsford  
300 Morrison St.  
Twin Falls, ID 83301

## ARTICLE IX. MEMBERSHIP DUES.

Membership dues or assessments may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such dues or assessments. The Board of Directors is authorized to fix the amount of dues or assessments 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. In the manner and to the extent prescribed by the Board of Directors, the Board of Directors is authorized to assess new members amounts which could have been previously assessed if the new member had been a member from the time of the first assessment made by the Board on any member.

## ARTICLE X. DISTRIBUTION ON DISSOLUTION.

