

# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, **GEO. H. CURTIS**, 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

**MIDDLETON HILL DITCH COMPANY**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **first** day of **April** 193**7**,

original articles of amendment, as provided by Section 29-159 I.C.A., and amendments thereto

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A-32 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation of the

**Middleton Hill Ditch Company**  
have been so amended.

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 **first** day  
of **April**, in the year of our Lord  
one thousand nine hundred thirty- **nine**,  
and of the Independence of the United States of  
America the One Hundred **sixty-third**.

Secretary of State.

AMENDED  
ARTICLES OF INCORPORATION  
OF THE  
"MIDDLETON MILL DITCH COMPANY"

KNOW ALL MEN BY THESE PRESENTS, That the owners of land under the flow of the Middleton Mill Ditch, have heretofore voluntarily associated themselves together for the purpose of forming a corporation under the laws of the then Territory, now State, of Idaho, and the undersigned Directors of said corporation do hereby CERTIFY:

I.

That the name of said corporation is "MIDDLETON MILL DITCH COMPANY."

II.

That the object for which the Company was formed, and is now continued, is to take eight thousand (8000) inches of water out of the Boise River from a channel on the North side of Eagle Island, in Section Thirteen (13), Township Four (4) North, Range One (1) West from the Boise Meridian, and conduct the same through an irrigating channel, as now constructed and operated, to and below the town of Middleton, Idaho, to be used for domestic and irrigation purposes for irrigating the farms lying below the flow of said canal, and owned by the holders of the capital stock of this Corporation.

### III.

That the place where its principal business has been, and is to be, transacted, is the Town of Middleton, in the County of Canyon, State of Idaho.

### IV.

That the term for which it is to exist is fifty (50) years from and after the date of its present expiration, May 6th., 1939.

### V.

That the number of its Directors shall continue to be Five (5) and the names and residences of those who are chosen and authorized to act as the present Board of Directors and until their successors are elected and qualified, are as follows:

W. W. Rhodenbaugh, President, Caldwell, Idaho, Rte. 1;  
George M. Schwartz, Secretary-Treasurer, Caldwell, Idaho, Rte. 1;  
F. O. Chaney, Director, Middleton, Idaho;  
S. Haworth, Director, Star, Idaho;  
R. L. Taylor, Director, Eagle, Idaho.

### VI.

That the capital stock of the Corporation shall be Fifty Thousand Dollars (\$50,000.00) divided into Five Hundred (500) shares of the par value of One Hundred Dollars (\$100.00) each.

### VII.

That the capital stock which has been actually subscribed and is now outstanding is Four Hundred Thirty-four (434) shares, of the par value of Forty-three Thousand Four Hundred Dollars (\$43,400.00) held in the names of the persons and amounts, as shown on the books and records of the Company, and as held by the members of the present Board of Directors, as follows:

<u>NAME.</u>	<u>NUMBER OF SHARES.</u>	<u>AMOUNT.</u>
W. W. Rhodenbaugh	2.5	\$250.00
George W. Schwartz	7.5	\$750.00
F. O. Chaney,	17.65	\$1,765.00
S. Haworth	4	\$400.00
R. L. Taylor	8	\$800.00

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 15th. day of March, A. D., 1939.

W. W. Rhodenbaugh  
Geo. Schwartz  
F. O. Chaney  
Sylvanus Haworth  
R. L. Taylor

STATE OF IDAHO,        )  
                                   ) SS.  
 County of Canyon.    )

On this 15th. day of March, in the year 1939, before me, Mrs. H. J. Thompson, a Notary Public in and for the State of Idaho, personally appeared W. W. Rhodenbaugh, George W. Schwartz, F. O. Chaney, S. Haworth, and R. L. Taylor, known to me to be the persons whose names are subscribed to the foregoing amended articles of Incorporation, and that they each duly 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.

Mrs. H. J. Thompson  
 Notary Public for Idaho,  
 Residing at Caldwell, Idaho.

(SEAL)

CERTIFICATE AND AFFIDAVIT OF ADOPTION OF  
AMENDED ARTICLES OF INCORPORATION  
OF THE  
"MIDDLETON HILL DITCH COMPANY".

STATE OF IDAHO,     )  
County of Canyon.   )     SS.

W. M. Rhodenbaugh and George W. Schwartz, each being first duly sworn, upon oath, states:

That affiants are the President and Secretary, respectively, of the Middleton Hill Ditch Company; that a regular meeting of the Board of Directors of the Middleton Hill Ditch Company was held at the office of the corporation in Middleton, Canyon County, Idaho, on the 15th. day of March, 1939; that all of the members of the Board were present and voting at said meeting; that proposed amended Articles of Incorporation were prepared, read, and discussed by the members of said Board, and after due consideration, upon motion duly made and seconded, the said amended articles of incorporation were by the unanimous vote of all of the members of said Board proposed for consideration and action and adoption by the stockholders at the adjourned session of the regular meeting of said stockholders, on the 15th. day of March, 1939. That a true and correct copy of said amended Articles of Incorporation, as proposed and submitted by said Board of Directors to the meeting of said stockholders, is marked Exhibit "A" and attached to and made a part of this affidavit.

That the said regular annual meeting of stockholders of the Middleton Mill Ditch Company, was duly called and regularly held at the office of the corporation, in Middleton, Canyon County, State of Idaho, on the 28th day of January 1939. That said meeting of said stockholders was adjourned from time to time until the 15th. day of March, 1939, for the purpose, among other things, of considering and adopting amended By-laws and Articles of Incorporation. That there was found to be, and there was, a quorum present and voting at said meeting. That the said proposed amended Articles of Incorporation, as marked Exhibit "A" and attached hereto, were read and discussed by the stockholders and members at said meeting, and after due consideration, upon motion duly made and seconded, were adopted by the unanimous vote of said stockholders. Whereupon, it was determined by the said meeting that the said proposed Articles of Incorporation were duly adopted as the Amended Articles of Incorporation of the Middleton Mill Ditch Company, and the same were ordered to be copied in the minutes of the said meeting and caused to be duly executed and filed by the Board of Directors.

That thereafter and on the same day, at a meeting of the Board of Directors of the Middleton Mill Ditch Company, duly called and regularly held, with all of the members present, at its office in Middleton, Canyon County, State of Idaho, the said amended Articles of Incorporation were duly executed and the President and Secretary were duly authorized and directed to prepare and file a certificate and affidavit of adoption and execution of the said amended Articles of Incorporation of the Middleton Mill Ditch Company, of Middleton, Idaho, with the Secretary of State, of the State of Idaho, and to procure certified copies thereof and file the same with the County Recorder of Canyon County, State of Idaho, the County in which the principal

place of business of said corporation is located.

*W. W. Rhodenbaugh*  
W. W. Rhodenbaugh  
President.

Attest:

*Geo. Schwartz*  
George W. Schwartz

Secretary.

Subscribed and sworn to before me this 15th. day of March, 1939.

*Mrs. H. C. Thompson*  
Mrs. H. C. Thompson

Notary Public for Idaho,  
Residing at Caldwell, Idaho.

(SEAL)