

CERTIFICATE OF INCORPORATION  
OF

TWENTY-FOUR MILE CREEK WATER ASSOCIATION, INC.

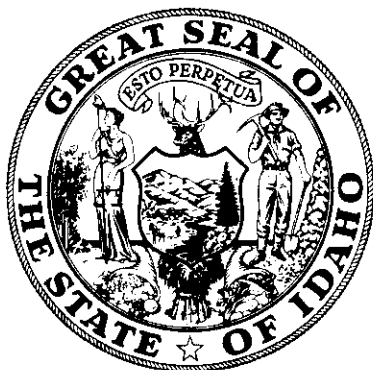
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

TWENTY-FOUR MILE CREEK WATER 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 August 26, 19 81.



SECRETARY OF STATE

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

ARTICLES OF INCORPORATION  
TWENTY-FOUR MILE CREEK WATER ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: *Aug 20 8 31*

That we, the undersigned, all full-age citizens of the United States and of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt Articles of Incorporation as follows:

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be Twenty-Four Mile Creek Water Association, Inc.

ARTICLE II.

PERIOD OF EXISTENCE

The existence of said corporation shall be perpetual or until otherwise dissolved or disincorporated, pursuant to law.

ARTICLE III.

PLACE OF BUSINESS

The said corporation is organized and the place of its general business, and initial registered office shall be Rural Route #1 *State of Idaho - R1A* Bancroft, in the County of Caribou, State of Idaho. General business, transfer and registry offices may be located at such place or places within Caribou County as the board of directors may deem advisable.

ARTICLE IV.

CORPORATE PURPOSES

The purposes for which said corporation is formed, and the powers said corporation shall have, are as follows:

1. To own and operate a system of dams, reservoirs, sprinkler pipe and mainline, and other appurtenances necessary for the distribution of water for irrigation purposes from Twenty-Four Mile Creek to its stockholders.
2. To carry on and manage, conduct and control the business of distributing water for irrigation purposes; and to own, operate maintain and improve a distribution system of sprinkler pipe and mainline for the primary purpose of providing irrigation water for the use and benefit of the stockholders of the corporation and the lands controlled by them.
3. To acquire, own, holder by purchase or otherwise, such other water and water rights as may be deemed beneficial to the stockholders of the Corporation, and to do such other business as may be deemed necessary or expedient for the benefit of the Corporation.
4. To own, buy, sell, lease, mortgage and otherwise deal in real estate to the extent necessary or convenient in carry out the primary purposes of the corporation as set forth in Sub-paragraphs 1 and 2, above.
5. To own, buy, sell, lease, rent, mortgage and otherwise deal in any or all types of personal property to the extent necessary or convenient in carrying out the primary purpose of said corporation as above set forth.
6. To sue and to be sued, and to institute all types or actions on behalf of said corporation that may be brought against any person or persons, and to defend all actions brought against it, and to compromise and settle claims either in favor of, or brought or claimed against said corporation.

7. To do any and all other things whatsoever not prohibited by law which may be necessary or convenient in the operation of a water users association.

#### ARTICLE V.

##### CAPITAL STOCK

The capital stock of this corporation shall be of two classes, one of which shall represent the stream flow rights of the stockholders, the other to represent the storage rights of the stockholders having rights in the Twenty-Four Mile Creek Storage Reservoir. The stream flow rights shall be represented by Class "A" stock, 657 shares in number, each share to represent one miners inch of decreed water; and each certificate shall be inscribed to show the priority date of the water represented thereby, in addition to all other usual information carried on such water stock certificates. The Reservoir Storage rights shall be represented by Class "B" stock, and each such certificate shall be issued to represent the percentage of the total storage owned by the holder of each such storage right.

#### ARTICLE VI.

##### INCORPORATORS AND OFFICERS

The names of the incorporators and first officers of said corporation, and their respective places of residence are as follows: Lafe Holbrook, President, Registered Agent, and Director, Route 1, Bancroft, Idaho 83217; Floyd Banks, Vice President and Director, Route 1, Bancroft, Idaho 83217; Gary L. Hatch, Secretary and Director, Route 1, Bancroft, Idaho; Fred Rindlisbaker, Director, Route 1, Bancroft, Idaho 83217; Joe Holbrook, Director, 21 N. 4th E. Soda Springs, Idaho 83276.

#### ARTICLE VII.

##### STOCKHOLDERS

The following are stockholders of the corporation with shares of stock and percentages of ownership; as follows:

<u>NAME</u>	<u>NO. OF CLASS</u> <u>A. STOCK</u>	<u>CLASS B %</u>	<u>ADDRESS</u>
Lafe Holbrook	150.00	18.251592	Route 1, Bancroft, Idaho 83217
Floyd Banks		7.092502	Route 1, Bancroft, Idaho 83217
Gary L. Hatch	20.00	27.435854	Route 1, Bancroft, Idaho 83217
Fred Rindlisbaker	40.00		Route 1, Bancroft, Idaho 83217
Joe Holbrook		12.053769	21 N 4 E, Soda Springs, Idaho 83276
Gene Treasure	40.00	6.181512	Route 1, Bancroft, Idaho 83217
Joel W. Davids	40.00	1.773454	141 Davids Dr. Bancroft, Idaho 83217
Hermese Crump	150.00		Route 1, Bancroft, Idaho 83217
K. V. Hansen	217.00		Route 1, Bancroft, Idaho 83217
Lawrence Holbrook		7.171278	Route 1, Bancroft, Idaho 83217
Bancroft Cemetery		1.001144	Route 1, Bancroft, Idaho 83217
George W. Bower		0.148742	Route 1, Bancroft, Idaho 83217
Theron Davids		1.052632	Route 1, Bancroft, Idaho 83217
A. C. Davids		0.131579	112 W 1 S, Bancroft, Idaho 83217
A. W. Jones		1.064074	Route 1, Bancroft, Idaho 83217
Paul Davids		14.925622	Route 1, Bancroft, Idaho 83217
First Bank & Trust		1.716246	
	<u>657.00</u>	<u>100.000000</u>	

## ARTICLE VIII.

## NON-PROFIT CORPORATION.

This corporation shall not be operated for profit, and neither the said corporation nor the members thereof shall ever profit directly from the operation hereof. Stockholders shall be assessable for such sums as may be required to defray expenses of operation of the irrigation water system to be owned by said corporation, and for such sums as may be necessary for capital investment in, or improvement thereof, under such terms and conditions as may be provided by the by-laws of the corporation. No dividends shall ever be paid nor declared by said corporation, save and except a liquidation dividend in the event of the dissolution of said corporation.

IN WITNESS WHEREOF, the parties to this agreement have hereunto set their hands this 31st day of July, 1981.

Lafe Holbrook  
LAFE HOLBROOK President

Floyd J. Banks  
FLOYD BANKS Vice President

Gary L. Hatch  
GARY L. HATCH Secretary, Tres.

Fred Rindlisbaker  
FRED RINDLISBAKER Director

Joe Holbrook  
JOE HOLBROOK Director

STATE OF IDAHO )  
 ) ss.  
County of Caribou )

On this 31<sup>st</sup> day of July, 1981, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared Lafe Holbrook, Floyd Banks, Gary L. Hatch, Fred Rindlisbaker, and Joe Holbrook, 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.

Dona Jean Benson  
NOTARY PUBLIC for the State of Idaho.  
Residing at Soda Springs, Idaho.  
My commission expires: Lifetime.

24 Mile Creek Water Users Chart

<u>NAME OF WATER USER</u>	<u>DECREED RIGHTS</u>		<u>'A'</u> <u>Inches</u>	<u>STORAGE RIGHTS</u>			<u>'B'</u> <u>Inches</u>
	<u>Entry No.</u>	<u>Date</u>		<u>Cash Value</u>	<u>Shares</u>	<u>Percentage</u>	
Fred Rindlisbaker	61	5/1/81	40.00				
Gene Treasure	61	5/1/81	40.00	\$1,080.53	216	6.181512	20.313
Gary Hatch	61	5/1/81	20.00	4,795.79	959	27.435854	90.188
Joel W. Davids	62	4/30/81	40.00	310.00	62	1,773454	5.8307
Hermese Crump	60	8/8/81	150.00				
Lafe Holbrook	60	8/8/81	150.00	3,190.38	638	18,251592	60.000
K. V. Hansen	63	5/1/81	20.00				
	64	5/1/18	20.00				
	65	7/1/81	62.00				
	66	7/1/83	87.50				
	67	7/1/81	27.50				
Lawrence Holbrook	--	--	--	1,253.54	251	7.171278	23.605
Floyd Banks	--	--	--	1,239.77	248	7.092502	23.323
Joseph L. Holbrook	--	--	--	2,107.00	421	12.053769	39.592
Bancroft Cemetery District	--	--	--	175.00	35	1.001144	3.292
George W. Bower	--	--	--	26.00	5	0.148742	0.4702
Theron Davids	--	--	--	184.00	37	1.052632	3.4796
A. C. Davids	--	--	--	23.00	5	0.131579	0.4702
A. W. Jones	--	--	--	186.00	37	1.064074	3.4796
Paul Davids	--	--	--	2,609.00	522	14.925622	49.091
First Bank & Trust	--	--	--	300.00	60	1.716246	5.6426
TOTALS			657.00*	\$17,480.01	3,496	100.000000	328.77712**

\* 657 inches = 13.14 c.f.s.  
\*\* 328.77712 in. = 6.575538 cfs for 60 days.