



CERTIFICATE OF INCORPORATION
OF

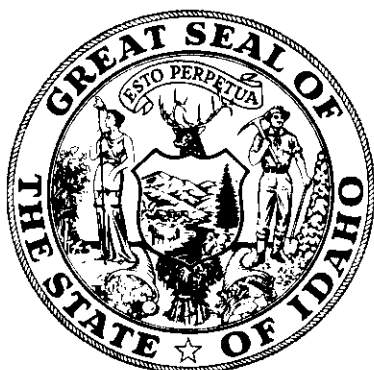
FALLS IRRIGATION COMPANY, INC.

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 FALLS IRRIGATION COMPANY, INC.

duly signed pursuant to the provisions of the Idaho Business 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 October 23, 19 79.



SECRETARY OF STATE

Corporation Clerk

10-9-79

9:01 am

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, natural persons of full age, citizens and residents of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby certify as follows:

ARTICLE I.

The name of the Corporation shall be:

FALLS IRRIGATION COMPANY, INC.

ARTICLE II.

The purpose for which this Corporation is organized shall be the transaction of any lawful business for which corporations may be incorporated under the provisions of Idaho Code Title 30, Chapter 1.

ARTICLE III.

The duration of the Corporation shall be perpetual.

ARTICLE IV.

The Corporation shall be authorized to issue 1,000 shares of capital stock, each such share possessing a par value of \$100.00.

ARTICLE V.

The Corporation's registered office shall be Route 2 Jerome, Idaho 83338. The Corporation's registered agent at said address shall be Hollis V. Neal.

ARTICLE VI.

The names and addresses of the incorporators of this Corporation, which persons will also serve as the initial Board

of Directors of this Corporation and act as Directors until the first meeting of shareholders are:

| | |
|----------------|------------------------------|
| Hollis V. Neal | Route 2, Jerome, Idaho 83338 |
| Karen Neal | Route 2, Jerome, Idaho 83338 |
| Edwin Egbert | Route 2, Jerome, Idaho 83338 |
| Eileen Egbert | Route 2, Jerome, Idaho 83338 |

ARTICLE VII.

The number, qualifications, term of office, manner of election and powers and duties of Directors shall be fixed and may only be altered from time to time as provided in the By-laws. The persons above named as incorporators shall act in the capacity of Directors until their successors are elected and qualified.

ARTICLE VIII.

No private property of the stockholders of the Corporation shall be subject to or liable for the payment of corporate debts.

ARTICLE IX.

By-laws shall be adopted by the Board of Directors, and when so adopted may thereafter be repealed, amended or new By-laws adopted by a two-thirds (2/3) vote of the Directors.

ARTICLE X.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these ARTICLES OF INCORPORATION in the manner now or hereafter provided by law, and all rights conferred upon stockholders of this Corporation are granted subject to this reservation.

IN WITNESS WHEREOF, We, the incorporators of
FALLS IRRIGATION COMPANY, INC., have set our hands this _____
day of September, 1979.

Hollis B. Neal

Karen Neal

Edwin Egbert

Eileen Egbert

STATE OF IDAHO)
) ss.
County of Jerome)

On this _____ day of October, 1979, before me the undersigned, a Notary Public in and for said County and State, personally appeared Hollis B. Neal, Karen Neal, Edwin Egbert and Eileen Egbert, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.

[Signature]
NOTARY PUBLIC for Idaho
Residing at Jerome, Idaho