

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

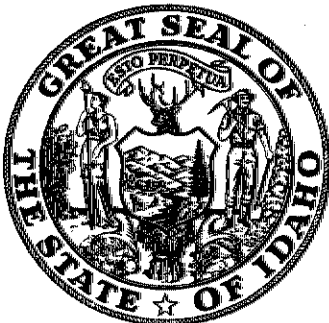
PAYETTE RIVER IRRIGATION OFFICE, INC.

File number C 114001

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 PAYETTE RIVER IRRIGATION OFFICE, 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: March 5, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seikel*

Mar 5 10 09 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF

PAYETTE RIVER IRRIGATION OFFICE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we DUANE VAN LEUVEN, ALLEN SOLTERBECK and WALTER GARMAN, being the duly elected officers of PAYETTE RIVER IRRIGATION OFFICE, INC., and duly appointed to and forming the incorporating committee, do hereby associate ourselves for the purpose of forming a non-profit corporation under the laws of the State of Idaho, and do hereby adopt the following as our Articles of Incorporation.

ARTICLE I

The name of this corporation is PAYETTE RIVER IRRIGATION OFFICE, INC.

ARTICLE II

The principal place of business of PAYETTE RIVER IRRIGATION OFFICE, INC. is 102 North Main St., Payette, Idaho.

ARTICLE III

The general nature of the business of this non-profit corporation shall be as follows:

(a) To manage and operate all business of the office of PAYETTE RIVER IRRIGATION OFFICE, INC.

(b) To buy and sell property, real and personal, of any kind or character, whether for cash or on credit, or in exchange for other property, or otherwise; and mortgage same; to construct buildings and offices, and to rent, lease, operate, or manage said property; to borrow or lend money; and to give and receive any kind of evidence thereof; and to raise money by the sale of any character of evidence of indebtedness; to do any and every act or thing, and to engage in any or every activity or undertaking necessary or convenient in the prosecution of the undertaking of the corporation, which a corporate body may lawfully do or perform.

ARTICLE IV

The commencement of the corporation shall be the date of the issuance of a certificate of incorporation by the Idaho Corporation Commission, and it shall have perpetual existence.

IDAHO SECRETARY OF STATE
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ARTICLE V

The corporate affairs shall be conducted by a Board of Directors selected at the annual meeting by the membership which consists of the following three companies. The Board shall consist of six (6) persons. The annual meeting shall be held the first week in February of each calendar year. Membership shall consist of two persons selected by the Lower Payette Ditch Co., Ltd., two persons selected by the Farmers Co-operative Irrigation Co. Ltd. and two persons selected by the Noble Ditch Co., Ltd.

The terms of office for the Directors shall be established by the By-Laws, and the Directors shall have the power and authority to adopt and amend the By-Laws and to designate such other officers as may be necessary or convenient for the management of the corporation.

Until the next meeting where successors are chosen, the presently elected members of the Board of Directors as reflected by the corporate records shall continue in office.

ARTICLE VI

The members of the corporation shall have the power to establish By-Laws for the operation of the affairs of this corporation which shall in general be in conformity with and pursuant to the principles and purposes of the PAYETTE RIVER IRRIGATION OFFICE, INC.

ARTICLE VII

The highest amount of indebtedness or liability to which the corporation may at any time subject itself is ONE HUNDRED THOUSAND AND 00/100 DOLLARS (\$100,000.00).

ARTICLE VIII

The private property of the officers and directors of PAYETTE RIVER IRRIGATION OFFICE, INC. shall be forever exempt from its debts and obligations.

ARTICLE IX

This corporation shall be a non-profit corporation and shall have no stock and no dividends, no pecuniary profits shall be declared or paid to the members thereof, or to any other private individual, and all of its earnings shall be used to further the purposes of this corporation as hereinabove set forth. This corporation shall be operated at all times to qualify for tax exempt treatment under Section 501 (c) (3) of the United States Internal Revenue Code. In the event of dissolution after payment of expenses, the assets of the corporation shall be equally divided and delivered to the following non-profit corporations: Noble Ditch Co., Ltd., Farmers Co-Operative Irrigation Co., Ltd. and Lower Payette Ditch Co.

ARTICLE X

The PAYETTE RIVER IRRIGATION OFFICE, INC. does hereby appoint BERT L. OSBORN, of 26 South Ninth St., Idaho, who has been a bona fide resident of the State of Idaho for more than three (3) years last past, its lawful agent in and for the State of Idaho, for and on behalf of the said corporation to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against the said corporation in any of the Courts of the said State of Idaho, such services of process or notice or the acceptance thereof by the agent endorsed thereon to have the same force and effect as if served upon the President and Secretary of said corporation.


ARTICLE XI

The first Board of Directors shall be as follows: CECIL SHURTLEFF of 12492 Hill Rd., Payette, ID 83661; ALLEN SOLTERBECK of 8850 Solterbeck Lane, Payette, ID 83661; ROBERT HENGGELE of 6633 Whitley Dr., Fruitland, ID 83619; WALTER GARMAN of 8523 Washoe Rd., Payette, ID 83661; DUANE VAN LEUVEN of 7340 Adams Rd., New Plymouth, ID 83655; and MARC SHIGETA of 6880 Holly Ave., New Plymouth, ID 83655.

IN WITNESS WHEREOF, the incorporators have hereunto signed these Articles of Incorporation this 1st day of March, 1996.


Duane Van Leuven


Allen Solterbeck


Walter Garman

STATE OF IDAHO)
 : ss.
County of Payette)

Before me, a Notary Public in and for the County of Payette, State of Idaho, on the 1st day of March, 1996, personally appeared DUANE VAN LEUVEN, known to me to be the person whose names is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Gail S Baskett
Notary Public for Idaho
Residing at: Payette
My Comm. Expires 7/26/2001

STATE OF IDAHO)
 : ss.
County of Payette)

Before me, a Notary Public in and for the County of Payette, State of Idaho, on the 1st day of March, 1996, personally appeared ALLEN SOLTERBECK, known to me to be the person whose names is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Gail S Baskett
Notary Public for Idaho
Residing at: Payette
My Comm. Expires 7/26/2001

STATE OF IDAHO)
 : ss.
County of Payette)

Before me, a Notary Public in and for the County of Payette, State of Idaho, on the 29th day of February, 1996, personally appeared WALTER GARMAN, known to me to be the person whose names is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Serraine M. Hanaucker
Notary Public for Idaho
Residing at: Fruitland
My Comm. Expires 10-20-99