

# State of Idaho

## Department of State

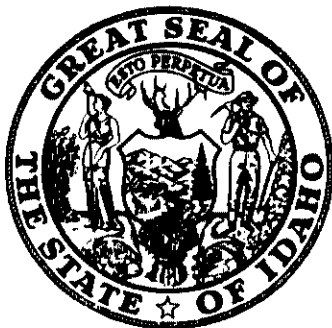
### CERTIFICATE OF AMENDMENT OF

IDAHO GROUND WATER APPROPRIATORS, INC.  
File Number C 105834

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of IDAHO GROUND WATER APPROPRIATORS, 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: June 12, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Redvers*

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SECRETARY OF STATE  
STATE OF IDAHO

**SECOND**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**IDAHO GROUND WATER APPROPRIATORS, INC.**

Pursuant to unanimous agreement and resolution of the members, the IDAHO GROUND WATER APPROPRIATORS, INC., pursuant to Articles of Incorporation filed and approved by the Secretary of State's Office on April 4, 1994, and Amendment to the Articles of Incorporation dated June 2, 1994, hereby amends said Articles of Incorporation and adopts these Second Amended and Restated Articles of Incorporation pursuant to Idaho Code §30-3-91 and §30-3-94 for the purpose of amending Article X and XI as set forth below. These duly adopted Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto, to-wit:

**ARTICLE I. NAME**

The name of the Corporation is IDAHO GROUND WATER APPROPRIATORS, INC.

**ARTICLE II. NONPROFIT STATUS**

The corporation is a nonprofit corporation.

**ARTICLE III. DURATION**

The duration of the Corporation is perpetual.

**ARTICLE IV. PURPOSES**

The Corporation is organized and will be operated for these purposes:

1. To represent the interests of Idaho's ground water users and promote the efficient use and economic development of water resources.
2. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes.

IDAHO SECRETARY OF STATE  
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## **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The location and the physical address of the initial registered office of the corporation and its registered agent is as follows:

Registered Office: Racine, Olson, Nye, Cooper & Budge, Chtd.  
201 E. Center Street, Suite A-2  
P.O. Box 1391  
Pocatello, Idaho 83204-1391

Registered Agent: Randall C. Budge, Esq.  
Racine, Olson, Nye, Cooper & Budge, Chtd.  
201 E. Center Street, Suite A-2  
P.O. Box 1391  
Pocatello, Idaho 83204-1391

## **ARTICLE VI. MEMBERS**

The Corporation shall have such class or classes of members who shall have such rights as are provided in the Act and are consistent with the By Laws and the management authority that these Articles grant the Board of Directors.

## **ARTICLE VII. MEMBERSHIP DUES**

Membership dues may be charged to all members in equal amounts or in different amounts or proportions upon different members and some members may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues 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.

## **ARTICLE VIII. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors ("Board"), which shall consist of not less than three individuals, each of whom, at all times, shall be a member, or a duly authorized representative of a member, of the Corporation. The actual number of Directors may be fixed by the By Laws of the Corporation or by vote from time to time of the Board. Other than the Directors constituting the initial Board, who are designated in these Articles, the Directors shall be elected or appointed by the members in the manner and for the term provided in the By Laws of the Corporation.

The persons constituting the present Board are:

	<u>Name</u>	<u>Address</u>
1.	Howard Conrad	Idaho Irrigation Pumpers Route 1 Murtaugh, Idaho 83344
2.	William Taylor	Idaho Irrigation Pumpers 4535 W. 81 N. Idaho Falls, Idaho 83402
3.	Richard Smith	Upper Valley Irrigation Association P.O. Box 8 Rexburg, Idaho 83440
4.	Jane Klamer	Anheuser-Busch Companies, Inc. Executive Offices One Busch Plaza St. Louis, Missouri 63118-1852
5.	Ben Hepler	United Water Idaho, Inc. 8248 W. Victory Road P.O. Box 7488 Boise, Idaho 83707
6.	Mike Cranney	Southwest Irrigation District Rt. 1, Box 40D Oakley, Idaho 83346
7.	Richard D. Blincoe	Magic Valley Underground Pumpers Assn. Rt. 1, Box 1339 Heyburn, Idaho 83336
8.	Ronald H. Bair	Eastern Idaho Water Users Association 1954 West Taber Road Blackfoot, Idaho 83221
9.	Mark Foster	American Falls-Aberdeen Underground Water Users Association, Inc. P.O. Box AE Aberdeen, Idaho 83210

### **ARTICLE IX. INCORPORATOR**

The name and address of the incorporation is as follows:

Richard Smith

Upper Valley Irrigation Association  
P.O. Box 8  
Rexburg, Idaho 83440

### **ARTICLE X. 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 IV hereof. Notwithstanding any other provisions 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)(5) of the Internal Revenue Code of 1986, as amended from time to time.

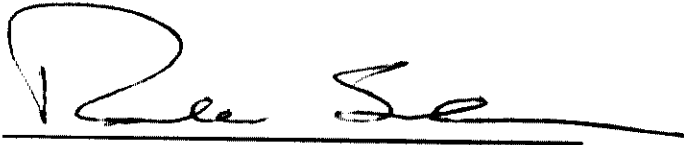
### **ARTICLE XI. DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation in a manner consistent with the Corporation's purposes to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(5) or Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the District Court of the county in which the principal office of the corporation is located, exclusively for the purposes of to such organizations, as such Court shall determine to be consistent with the purposes of the Corporation.

DATED this 8<sup>th</sup> day of June, 1995.

  
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HOWARD CONRAD, President

ATTEST:

A handwritten signature in black ink, appearing to read 'Richard Smith', written over a horizontal line.

RICHARD SMITH, Secretary