



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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 original of the articles of incorporation of

DRY CREEK DEVELOPMENT, INC.

was filed in the office of the Secretary of State on the **Third** day of **August** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **129** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Howe in the County of **Butte.**

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 **3rd** day of **August**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
DRY CREEK DEVELOPMENT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of adult age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation, not for pecuniary profit, under the General Incorporation Laws of the State of Idaho (Sec. 30 - 101, et seq., Idaho Code), and we hereby certify:

I.

The name of this corporation shall be Dry Creek Development, Inc.

II.

The corporation shall be formed for the purposes hereinafter enumerated, but not for pecuniary profit.

III.

That the Purposes for which this corporation is formed are:

A. To own, operate and maintain a system for the supply and distribution of water to the stockholders of this corporation, or to any other person, firm, association, partnership, a corporation, or other legal entity of any nature whatsoever, consistent with law and these Articles of Incorporation.

B. To acquire, construct, erect, lay down, maintain, enlarge, alter and use all such lands, easements, rights of way, works, machinery, pipes, fittings, meters, apparatus, headgates, canals, ditches, aqueducts, and all other materials and things as may be necessary, incident or convenient in connection with the diversion, storage, supply, conveyance and delivery of water to the stockholders of the corporation or any other person, firm, association, partnership,

corporation or other legal entity whatsoever, for irrigation or other purposes within the area served by the works of the corporation particularly in the County of Butte, State of Idaho, but not limited to such area.

C. To acquire by purchase or otherwise, own, hold, buy, sell, convey, lease, mortgage or encumber real estate or other property, personal or not.

D. To sue and be sued, appear or complain and defend in any court of law or equity, or before any board, commission or tribunal.

E. To purchase, buy, invest in, guarantee, underwrite, or acquire any note, bond, stock, debenture, security contract, overdraft, claim, judgment, chose in action, real estate, fixture, furniture, or any other asset not herein enumerated.

F. To borrow or raise money for any of the purposes of the corporation and to issue bonds, debentures, notes, or other obligation of any nature, and in any manner permitted by law for money so borrowed or in payment of property purchase, or for any other lawful consideration, and to secure the payment thereof, and of the interest thereon by mortgage, pledge, conveyance, or assignment in trust of the whole or any part of the property of the corporation, real or personal, including contract rights, at the time owned or thereafter acquired; and to sell, pledge, discount, or otherwise dispose of such bonds, debentures, notes or other obligation of the corporation for its corporate purposes.

G. To carry out all or any part of the objects or purposes of the corporation, either alone or in conjunction with any person, firm, association, partnership, other corporation, or other legal entity of any nature whatsoever, and to act as agent for others and to

engage in any and all business, either as principal or agent, and to enter into any and all transactions, either as principal or agent, as the Board of Directors of the corporation may from time to time deem proper and expedient, which are not contrary to the Laws of the State of Idaho.

H. To do such acts and such things, and to exercise any and all such powers as a natural person could lawfully do, make, perform, or exercise, provided the same be not inconsistent with the objects or purposes of this corporation or the statutes of the State of Idaho.

I. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation with any persons, firms, corporations, associations, any state, territory, or municipality in the United States, or any foreign country, government or body politic.

J. These objects and purposes, shall, except only when otherwise expressed, be in no way limited or restricted by reference to or inference from terms of any other clause of this or any other article of these articles of incorporation, or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

K. The corporation may do all things necessary, essential, convenient, or proper for the accomplishment of any and all of the aforementioned purposes, or the attainment of any and all of the objects above mentioned or incident to the powers herein named, or which shall at any time appear to be helpful or expedient

or beneficial to this corporation, and to such end shall have any and all powers conferred by law upon corporations organized under the general laws of the State of Idaho.

IV.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

V.

The location and post office address of the registered office of this corporation in the State of Idaho shall be Howe, Idaho.

VI.

The number of directors of this corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the corporation. Directors shall be elected annually. Each stockholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him for as many persons as there are directors to be elected, or to cumulate said shares, and give one candidate as many votes as the number of directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principle among as many candidates as he shall think fit; and such directors shall not be elected in any other manner.

VII.

The Board of Directors shall have the power to repeal and amend the By-Laws of this corporation and to adopt new By-Laws in any meeting of the Board of Directors. All By-Laws shall be subject to amendment, alteration, and repeal by the stockholders at any annual meeting, or at any special meeting called for such purpose.

VIII.

The total number of authorized shares of the capital stock of this corporation shall be 10,000 shares, divided into two (2) classes, namely:

Class A and Class B stock, all of which shall be without nominal or a par value. The total number of shares of such Class A stock authorized shall be 4,000 shares without nominal or par value. The total number of shares of such Class B stock authorized shall be 6,000 shares without nominal or par value. Except for assessment liability, the shares of both classes shall have equal voting and other rights and privileges.

IX.

The capital stock of this corporation, as a water and canal corporation, shall be assessable stock; and the private property of the shareholders in this corporation shall be liable for the debts, obligations, or liabilities of this corporation by assessment. The corporation shall have the power to enforce the collection of assessments by either or by any combination of the following remedies, upon giving notice to the delinquent stockholder in the manner provided by law, or in the absence of provision by law of notice applicable to such remedy, then in the manner provided in the By-Laws as the same are in force and effect at the time such delinquency occurs:

- A. By personal action of debt brought against the delinquent stockholder in a court of competent jurisdiction.
- B. By foreclosure and sale of the stock upon which assessments are delinquent.
- C. By withholding deliver of water from the delinquent stockholder.
- D. In seeking enforcement of any of the remedies above specified, should the corporation incur expenses in such enforcement, the stockholder shall pay all expenses incident to same, including a reasonable attorney's fee.

X.

The holders of issued and outstanding Class A shares of stock shall be

liable to assessment on a pro rata basis for an amount equal to 40% of the particular debt, obligation or liability of the corporation incurred by the corporation after issuance of said holder's stock, and for which the assessment is levied. The holders of issued and outstanding Class B stock shall be liable to assessment for 60% of the amount of the debt, obligation, or liability of the corporation incurred by the corporation after issuance of said holder's stock, and for which the assessment is levied.

XI.

The following are the names and post office addresses of each of the incorporators of this corporation, and a statement of the number of shares subscribed to by each, and which shares each such individual agrees to purchase in the corporation upon its establishment:

NAME	POST OFFICE ADDRESS	SHARES SUBSCRIBED
Norman G. Allen	Howe, Idaho	1
James O. Andreason	Howe, Idaho	1
Emlen G. Mays	Howe, Idaho	1
Earl D. Wortley	Howe, Idaho	1
Arnold K. Munson	Howe, Idaho	1

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

15th day of July, 1964.

Norman G. Allen

James O. Andreason

Emlen G. Mays

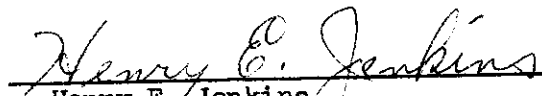
Earl D. Wortley

Arnold K. Munson

STATE OF IDAHO)
) ss
County of Bonneville)

I hereby certify that on the 15th day of July, 1964, before me, the undersigned **Notary Public** in and for the State of Idaho, personally appeared Norman G. Allen, James O. Andreason, Emlen G. Mays, Earl D. Wortley, and Arnold K. Munson, 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 affixed my official seal, the day and year in this certificate first above written.


Henry E. Jenkins
Notary Public for State of Idaho

Residing at: Idaho Falls, Idaho

My Commission Expires: 9-1-65

(SEAL)

LAW OFFICES OF
PETERSEN, MOSS & OLSEN
520 "D" STREET
IDAHO FALLS, IDAHO 83402