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State of Idaho

Department of State

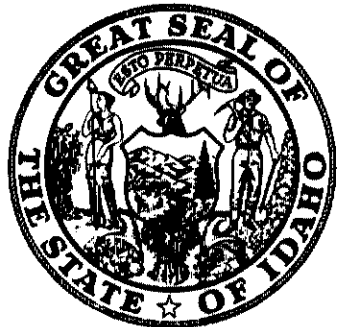
CERTIFICATE OF INCORPORATION OF

COLSON CREEK IRRIGATION COMPANY

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 COLSON CREEK IRRIGATION COMPANY 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: June 17, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ava Seibel*

**ARTICLES OF INCORPORATION
OF
COLSON CREEK IRRIGATION COMPANY**

JUL 12 1961
SEC. OF STATE

We, the undersigned persons of the age of ³⁰ ~~twenty-one~~ years or more, at least the majority of whom are residents of the State of Idaho and citizens of the United States, do hereby associate ourselves together for the purpose of forming a non-profit corporation in accordance with Section 30-301 of the Idaho Code.

ARTICLE ONE

NAME

The name of said Corporation shall be COLSON CREEK IRRIGATION COMPANY.

ARTICLE TWO

PRINCIPAL OFFICE

The Corporation's principal office is located at Sawtooth Auto Sales Building, Hwy 75 South, Hailey, Idaho 83333. The Corporation's registered agent is Jack Basolo at Sawtooth Auto Sales Building, Hwy 75 South, Hailey, Idaho 83333.

ARTICLE THREE

DURATION

The period of the duration of this Corporation is perpetual.

ARTICLE FOUR

PURPOSE

The purpose for which said Corporation is formed is to acquire, hold, own, maintain and control the waters of Colson

Creek Irrigation Company pipeline, or other sources of supply and to distribute the same among its shareholders equally and ratably to each of the shareholders' valve and/or property line with each shareholder to be responsible for his or her irrigation water from the valve or property line upon the lots within said subdivision.

ARTICLE FIVE

CAPITALIZATION

This Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof. This Corporation shall issue a membership certificate for each lot of said subdivision.

ARTICLE SIX

MEMBERSHIP AND VOTING REQUIREMENTS

The Corporation shall have one class of membership; the members must own or have an equity in a lot or lots situated within the Armalu Subdivision(s) at the mouth of Colson Creek, Lemhi County, Idaho. Each member shall be entitled to vote one vote for each paid 3/4 inch pipeline hookup/headgate in which the said person holds an interest; Provided, however, that there shall be no more than one vote per hookup. In the event a lot is owned by more than one person, then said persons shall be entitled to cast one vote for each paid 3/4 inch pipeline hookup/headgate as they themselves determine. New members shall be entitled to vote and to share in the property of the associa-

tion with the old members in accordance with the general rule or rules.

One membership certificate shall be issued with the one voting right for each hook-up.

ARTICLE SEVEN

AMENDMENTS

This Certificate of Incorporation may be amended in the manner provided by the statutes of the State of Idaho at the time of the amendment.

ARTICLE EIGHT

DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is five (5), and the names and addresses of the persons who are to serve as the initial Directors are:

- Jack Basolo - - - - - PO Box 40
Hailey, Idaho 83333
- Sam Davis - - - - - 2160 N. 800 E.
Monteview, Idaho 83435
- Larry Stark - - - - - Box 1565
Ketchum, Idaho 83340
- Mike Tibbetts - - - - - Colson Creek
Shoup, Idaho 83469
- George Kinghorn - - - - - HC 64
Shoup, Idaho 83469

Rodney B. Tibbetts, 292 E. 5th St., Quincy, CA 95971, or his designated agent, shall be a continuing member on the Board of Directors, so long as

"Tibbetts" shall continue to own the property whereupon is located the reservoir, valve house, main points of diversion and the water diverting equipment.

ARTICLE NINE

INCORPORATORS

The names and street addresses of each incorporator are:

| NAME | ADDRESS |
|---------------------------|--|
| Jack Basolo - - - - - | PO Box 40 Hailey, Idaho 83333 |
| Sam Davis - - - - - | 2160 N. 800 E. Monteview, Idaho 83435 |
| Larry Stark - - - - - | Box 1565 Ketchum, Idaho 83340 |
| Mike Tibbetts - - - - - | Colson Creek Shoup, Idaho 83469 |
| George Kinghorn - - - - - | HC 64 Shoup, Idaho 83469 |

IN WITNESS WHEREOF, The persons named herein as Directors have hereunto set their hands and seals this 20th day of May, 1993.



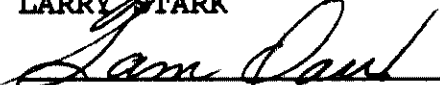
JACK BASOLO



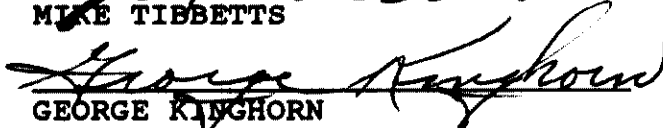
LARRY STARK



MIKE TIBBETTS



SAM DAVIS



GEORGE KINGHORN