

State of Idaho

Department of State

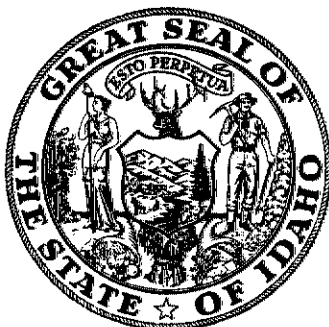
CERTIFICATE OF INCORPORATION OF

ROSWELL PARK & LATERAL COMPANY
File number C 110493

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 the above named corporation, 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: May 5, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

L. Dumas

ARTICLES OF INCORPORATION
OF
ROSWELL PARK & LATERAL COMPANY

MAY 5 2 24 PM '95
SECRETARY OF STATE

1. The name of the corporation is ROSWELL PARK & LATERAL COMPANY.
2. The corporation is a non-profit corporation.
3. The period of its duration is perpetual.
4. Its purpose is to transact the business of an irrigation lateral and all other business not forbidden by law.
5. It shall have authority to issue 1,110 shares, all of one class, no par value. The corporation shall have members.
6. The name of its initial registered agent and the address of its initial registered office are:

John M. Sharkey
30997 Highway 18
Parma, Idaho 83660

7. The number of directors constituting its initial board of directors is three (3), whose name(s) and address(es) are:

Lonnie Maggard
25502 Pet Lane
Parma, Idaho 83660

John M. Sharkey
30997 Highway 18
Parma, Idaho 83660

8. The name and address of each incorporator are:

Lonnie Maggard
25502 Pet Lane
Parma, Idaho 83660

John M. Sharkey
30997 Highway 18
Parma, Idaho 83660

IDAHO SECRETARY OF STATE
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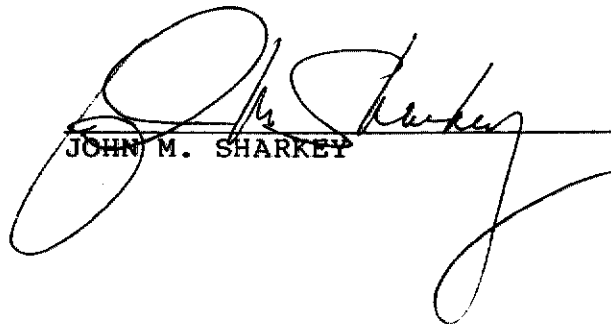
9. This organization is organized exclusively for agricultural purposes within the meaning of section 501(c)(5) of the Internal Revenue Code.

Notwithstanding any other provision 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 (or the corresponding provision of any future United States Internal Revenue Law).

Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for agricultural purposes and which has established its tax exempt status under section 501(c)(5) of the Internal Revenue Code.

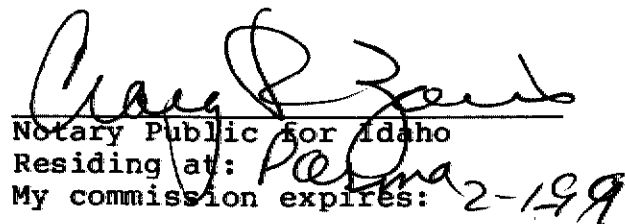
IN WITNESS WHEREOF, The parties have executed this Articles the 7th day of April, 1995.


LONNIE MAGGARD


JOHN M. SHARKEY

STATE OF IDAHO)
 : ss.
County of Canyon)

On the 7th day of April, 1995, before me, CRAIG
R. ZAISS, a notary public for said state, personally
appeared before me, LONNIE MAGGARD and JOHN M. SHARKEY, known or
identified to me to be the persons whose names are subscribed to
the within instrument, who acknowledged to me that they executed
the same.


Notary Public for Idaho
Residing at: Peona
My commission expires: 2-1999