



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

LIZASO LATERAL WATER USER'S ASSOCIATION, INC.

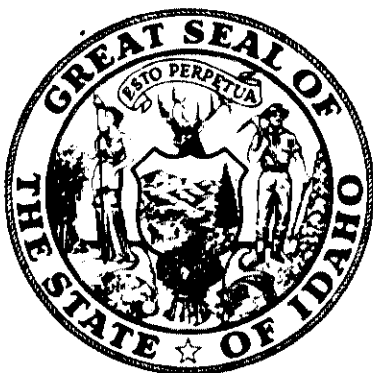
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

LIZASO LATERAL WATER USER'S ASSOCIATION, 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 September 30, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

SEP 30 4 34 PM '88
SECRETARY OF STATE

SEP 27 3 35 PM '88
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

LIZASO LATERAL WATER USER'S ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being natural persons of full age and being citizens of the United States of America, in order to form a non-profit corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation, to-wit:

I.

NAME AND ADDRESS

The name of this corporation shall be LIZASO LATERAL WATER USER'S ASSOCIATION, INC.; the business address of the corporation shall be at 11464 Alejandro, Boise, Idaho, 83709, subject to change by the board of directors.

II.

DURATION

The period of existence and duration of this corporation shall be perpetual.

III.

PURPOSES

This corporation shall be a non-profit corporation and it is organized for the following purposes:

(a) To own, control, maintain, manage, furnish and deliver water to adjacent parcels of real property owned by shareholders in

the corporation, referred to as members, for irrigation purposes.

(b) This corporation shall have all of the general powers conferred upon corporations pursuant to Idaho Code Section 30-1-4 and I.C. 42-1301 et.set. and shall have such other powers as may be necessary to accomplish the purposes for which this corporation is organized.

(c) The corporation shall have members rather than shareholders, and shall have authority to issue membership shares with no par value to the owners of real property, which real property is intended to be served by the corporation. The certificate of membership shall represent the member's right to receive water from the corporation for irrigation use on his real property, and sale of said real property shall entitle the purchaser of the real property to receive the sellers' certificate of membership or to receive a new certificate of membership from the corporation. The water rights and membership certificate representing the same shall be appurtenant to the real property of the member.

(d) The corporation may from time to time levy assessments against the members, which assessments shall be equal as against each member, for the purpose of raising funds with which to pay those immediate expenses necessarily incurred by the corporation for existing needs in fulfilling its functions. Such assessments may be made enforceable by the board of directors by legal action or by the forfeiture of a delinquent members certificate, or by both, upon notice given in writing twenty days before commencement of any such

action or such forfeiture. Payment of such assessments may also be secured by a lien upon the real property of the member which is being served by the corporation.

IV.

REGISTERED OFFICE

The initial location of the principal place of business and registered office of the corporation shall be at 11464 Alejandro, Boise, Idaho, 83709, which is the corporation's mailing address, and the name of the initial registered agent of the corporation who may be found at such address is Bruce Johnstone.

V.

CAPITAL STOCK

The amount of the corporation's memberships shall be 111 memberships with no par value, and all such memberships shall have the same rights in the corporation.

VI.

INCORPORATORS

The names and post office addresses of the incorporators and the memberships subscribed by each are as follows:

NAME	POST OFFICE ADDRESS	MEMBERSHIP
Bruce Johnstone	11464 Alejandro Boise, Idaho 83709	1
Dave Lowry	11517 Domingo Boise, Idaho 83709	1
Roger Bourne	11545 Domingo Boise, Idaho 83709	1

Robin Wollan	11679 Alejandro	1
	Boise, Idaho 83709	
Larry Kostka	1148 Blanca	1
	Boise, Idaho 83709	

VII.

GOVERNING BODY

The governing body of this corporation shall consist of a board of 5 directors, who shall be elected annually as provided by the by-laws. The number of the board of directors may be changed from time to time as prescribed by the by-laws, but shall be not less than 3 nor more than 9. The names and post office addresses of those who are selected to act as directors until the first annual election are as follows:

NAME	POST OFFICE ADDRESS
Bruce Johnstone	11464 Alejandro Boise, Idaho 83709
Dave Lowry	11517 Domingo Boise, Idaho 83709
Roger Bourne	11545 Domingo Boise, Idaho 83709
Robin Wollan	11679 Alejandro Boise, Idaho 83709
Larry Kostka	1148 Blanco Boise, Idaho 83709

VIII.

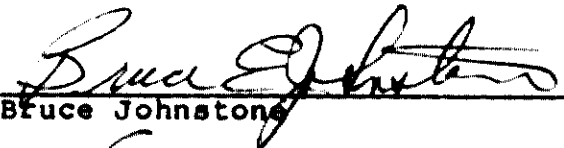
POWERS OF THE BOARD OF DIRECTORS

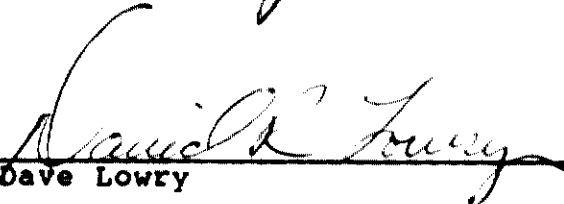
In addition to other powers, the board of directors is authorized to make, alter or amend the by-laws of the corporation, to authorize and cause to be executed such instruments in writing as are necessary to accomplish the purposes of the corporation.


WE, the undersigned, being each one of the original members

hereinbefore mentioned, for the purpose of forming a non-profit corporation to do business both within and outside of the State of Idaho, and pursuant to the laws of the State of Idaho, do hereby make, and file these Articles of Incorporation.


IN WITNESS WHEREOF, we have hereunto set our hands this
22nd day of August, 1988.


Bruce Johnstone


Dave Lowry


Roger Bourne


Robin Wollan


Larry Kostka

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 22 day of August, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared Bruce Johnstone, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

Marilyn Robertson
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: June 7, 1994

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 29 day of August, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared Dave Lowry, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

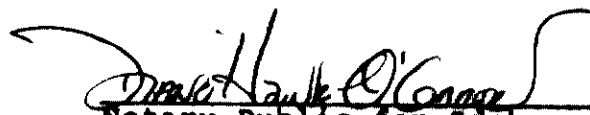
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Leaetta L. Russell
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: November 3, 1988

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 26th day of August, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared Roger Bourne, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.




Notary Public for Idaho
Residing at Boise, Idaho
My commission expires:

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 30th day of August, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared Robin Wollan, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.



Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 12-17-93

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 22nd day of August, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared Larry Kostka, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

Marilyn Robertson
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: June 7, 1994