

THIS IS TO CERTIFY That we, LUDWIG G. DYES, Jr., JOHN F. KEHOE, JAMES H. RICHARDS, JAMES M. GIFFORD and JESSE STEARNS, do hereby associate ourselves into a company under and by virtue of the provisions of an Act of the Legislature of New Jersey, entitled "An Act concerning corporations", approved April 7th., 1875, and the several supplements thereto, for the purposes hereinafter mentioned; and to that end we do, by this our certificate, set forth:-

FIRST:- That the name we have assumed to designate such company and to be used in its business and dealings is

"PAYETTE VALLEY IRRIGATION AND WATER POWER COMPANY".

SECOND:- That the place in this State where the business of such Company is to be conducted is the City of Newark, in the County of Essex.

The principal part of the business of said Company within this State is to be transacted at Newark, in the County of Essex, and the places out of this State where the same is to be conducted and where the Company proposes to carry on operations is the State of Idaho, with its principal office or place of business in the Town of Payette, in the County of Ada; and in the State of New York, with another principal office in the City, County and State of New York, and in other States and Territories of the United States; and the objects for which the said Company is formed are for purchasing, holding, operating and selling real estate, and constructing, maintaining and

operating works for the purpose of supplying water for mills, factories, manufacturing establishments and other buildings, and of damming rivers and streams, including the storage, transportation and sale of water for domestic purposes, and water-power and privileges, and for the purpose of manufacturing, and for the purpose of irrigating lands for agricultural and other purposes, with the right to take rivulets, raceways and lands, and erect and maintain dams, reservoirs, raceways, ditches, sluices, mills, manufacturies and other erections, and lease, mortgage, sell and convey the same, or any part thereof, and to buy, deal in hold, mortgage, lease and sell real property underlying or adjacent to any ditch, sluiceway, race or irrigating canal established, owned, acquired, purchased, or otherwise procured by this Corporation, and to issue its bonds or other obligations, to be secured by mortgage or mortgages on any or all its property, real and personal, its franchises and corporate rights, and to sell and dispose of the same, and to do any and all lawful business in connection with the proper management, conduct and control of the business for which said Corporation is established.

The portion of the business of said Company which is to be carried on out of this State in said State of Idaho is to purchase, acquire, hold, operate and sell real estate, to purchase, acquire, hold, rent and sell water rights and privileges, and to acquire, build, construct manage, operate and maintain canals, ditches, races, slui-

ces and reservoirs, and to dam rivers and streams for procuring, furnishing and supplying water for purposes of power, irrigation, manufacturing, floatation, domestic use and other purposes, in said State, and acquiring, owning, holding, operating, buying, selling or otherwise disposing of lands and other property located in Payette Valley in said State of Idaho.

The portion of the business of said Company which is to be carried on in the City, County and State of New York is the management of the financial transactions of said Company, including the disposition of bonds and other securities issued, held or owned by it.

THIRD:- The total amount of the Capital Stock of such Company shall be Three hundred thousand (\$300,000.) Dollars, and said Company will commence business with a Capital Stock of One thousand (\$1,000.) Dollars and said capital ~~stock~~ shall be divided into Three thousand (3,000) shares, of the par value of One hundred (\$100) Dollars each.

FOURTH:- The names and residences of the Stockholders, and the number of shares held by each are as follows, to wit:-

Ludwig G. Dyes, Jr.,	Payette, Idaho,	<u>Shares</u> 2
John F. Kehoe,	Newark, N. J.,	2
James H. Richards,	Payette, Idaho,	2
James M. Gifford,	New York City,	2
Jesse Stearns,	New York City,	2

FIFTH:- The period at which said Company

shall commence is the Twenty-second day of January, One thousand eight hundred and ninety-two, and the period at which it shall terminate is the Twenty-second day of January, in the year One thousand nine hundred and forty-two.

I N W I T N E S S W H E R E O F We have hereunto set our hands and seals this Twenty-second day of January, One thousand eight hundred and ninety-two.

Ludwig G. Dyes, Jr.,	(L.S.)
John F. Kehoe,	(L.S.)
James H. Richards,	(L.S.)
James M. Gifford,	(L.S.)
Jesse Stearns,	(L.S.)

State of New York,
City and County of New York.

BE IT REMEMBERED that on this 22nd. day of January, One thousand eight hundred and ninety-two, before me, the subscriber, a Commissioner of Deeds for the State of New Jersey, residing in the City of New York, personally appeared Ludwig G. Dyes, Jr., John F. Kehoe, James H. Richards, James M. Gifford, and Jesse Stearns, who, I am satisfied, are the persons named in and who executed the foregoing certificate of incorporation, and I having first made known to them the contents thereof, they severally acknowledged that they signed, sealed and executed the same as their voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF I have hereunto set my hand
and affixed my official seal the day and year last afore-
said.

(Seal) Geo. H. Corey,
Commissioner for the State of New Jersey,
Office, 52 Wall Street, N. Y..

Endorsed:- "Received in the Essex County Clerk's Office Mar 12th.
1892 & recorded in Book C of Incorporated Business Cos on
page 388 &c."

Endorsed:- "Filed Mar 15 1892
Henry C. Kelsey,
Secretary of State."

Know all Men by These Presents, That the Payette Valley Irrigation and Water Power Company

a Corporation organized and existing under the laws of the State of New Jersey does hereby, in pursuance of the laws of the State of Idaho, make this certificate, and does hereby designate Ada County, in the State of Idaho, as the County in which the principal place of business of said Corporation in said State of Idaho is and shall be conducted, and does hereby designate B. P. Shawhan residing at Payette in said Ada County, as the authorized Agent of said Corporation in said State of Idaho, upon whom process issued by authority of, or under any law of the State of Idaho, may be served as provided by Article XI, Section 10, of the Constitution of said State of Idaho.

And the said Payette Valley Irrigation and Water Power Company desiring and intending to conform in all respects to the Constitution and laws of said State, does hereby accept the provisions of the Constitution of the State of Idaho for all the intents and purposes contemplated by the provisions thereof, relating to such acceptance, by other than municipal corporations. (Article XI, Section 7.)

IN WITNESS WHEREOF, The said Payette Valley Irrigation and Water Power Company has caused this Certificate and acceptance to be executed, acknowledged and delivered in its name and on its behalf, by its President,

and to be attested by its Secretary, and hath caused its

corporate seal to be hereunto affixed, at Payette

in the County of Ada and State of

Idaho this fourteenth

day of June 1892

Payette Valley Irrigation and Water Power Company

By B. P. Shawhan President.

Attest: J. H. Richardson Secretary.

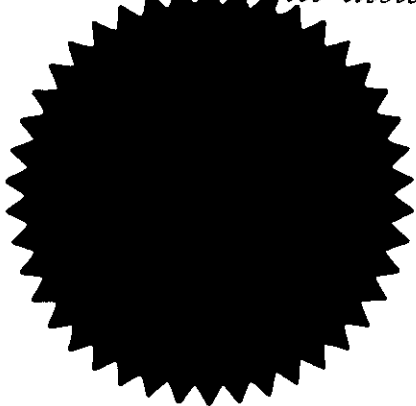
STATE OF NEW JERSEY.



DEPARTMENT OF STATE.

I, HENRY C. KELSEY, Secretary of State of the State of New Jersey, do hereby Certify, that the foregoing is a true copy of the Certificate of Organization of "Payette Valley Irrigation And Water Power Company" and the endorsements thereon.

as the same is taken from and compared with the original filed in my office on the Fifteenth day of March A.D. 1892, and now remaining on file therein.



In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal, at Trenton, this Fourteenth day of April A.D. 1892.

Henry C. Kelsey
Secretary of State.