

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

NORTSIDE PUPPERS ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **fourteenth** day of **October** A.D. One Thousand Nine Hundred **sixty-four** and duly recorded on Film No. **130** 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, **and 30-804**.

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 **Rupert** in the County of **Minidoka**.

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 **14th** day of **October**, A.D., 19**64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

NORTHSIDE PUMPERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are citizens of the United States and the State of Idaho, over the age of twenty-one years, have this day voluntarily associated ourselves together for the purpose of organizing and establishing a non-profit corporation under the laws of the State of Idaho, and do hereby certify and declare:

ARTICLE I

That the name of the corporation hereby organized shall be the NORTHSIDE PUMPERS ASSOCIATION, INC.

ARTICLE II

The objects and purposes for which this corporation is organized are:

1. To promote in a lawful and legal manner the development and preservation of water rights, operation and maintenance and general welfare of the private individual ground water users of the Northside Project located in the following counties in the State of Idaho: Minidoka, Blaine, Lincoln, Cassia and Jerome.

2. To conduct studies, engage in research and other similar and legitimate activities to aid the individual ground water users of the Northside Project of Minidoka, Blaine, Lincoln, Cassia and Jerome Counties, Idaho.

3. To advance in every legal manner the positions of the individual ground water users of the Northside Project, including the sponsoring of agreements safeguarding the water rights of the Northside individual ground water users.

4. To engage attorneys to appear on behalf of the corporation and its stockholders to protect the water rights of the individual ground water users of the Northside Project.

5. To furnish timely information in a legal manner to members of this Association, to any person engaged in ground water use in the State of Idaho, and to the general public with respect to all matters vital to the maintenance, preservation and development of the ground water users of the State of Idaho.

6. To corroborate and cooperate in every legal manner with all branches of government of the State of Idaho and the federal government having to do with the water rights of ground water users of the State of Idaho.

7. To corroborate, cooperate, and exchange data and ideas with other ground water associations and other organizations and individuals to the end of protecting the water rights of the ground water users on the Northside Project, and the well-being of all citizens and inhabitants of the State of Idaho by educating them with respect to the value and necessity of establishing ground water rights and establishing sound and coordinated government policies which will protect, strengthen and further the individual ground water users.

8. To appear before congressional committees and executive or administrative agencies of the government, both federal and local, for the purpose of promoting and sponsoring the enactment of sound laws, rules and regulations pertaining to or affecting the individual ground water users of the State of Idaho.

9. To conduct, in every legal manner, trade and promotion activities, including advertising and publicity for the benefit of the individual ground water users of the State of Idaho.

10. To engage in any lawful activity that will enhance the efficiency, economic progress and rights of the individual ground water users of the State of Idaho.

11. To do everything necessary, proper, desirable or convenient for the accomplishment of the purposes herein set forth, and to do all other things incidental thereto or connected therewith which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

12. To borrow money and to give security for the payment thereof in any lawful manner.

13. To acquire, own, hold, sell, lease, encumber and otherwise deal with real and personal property necessary or appropriate for the accomplishment of its purpose and object, and to make appropriate contracts relating thereto.

14. To issue shares of stock and to acquire and reissue the same.

15. To take, hold, assign, and otherwise deal with and dispose of evidence of indebtedness, both secured and unsecured.

16. To do any and all things reasonably necessary or proper to be done to accomplish its objectives and purposes and to operate as a non-profit corporation to increase and supplement the water supplies to its stockholders.

17. Nothing in these Articles contained shall be construed to authorize the corporation to engage in the business of banking or insurance.

ARTICLE III

The period of duration of this corporation is perpetual.

ARTICLE IV

This corporation is formed without any purpose of pecuniary profit for itself. Its principal office shall be located at Rupert, Minidoka County, Idaho.

ARTICLE V

The capital stock of this corporation shall consist of 1500 shares of no-par assessable stock. Any individual ground water user of the Northside Project owning or controlling real estate or wells and pumps in Minidoka, Lincoln, Cassia, Blaine and Jerome counties, Idaho, and to which there is appurtenant a right to ground water, shall be entitled to subscribe for shares of stock in proportion to the number of wells owned or controlled by said persons or corporations. There shall be no priority among shareholders of this corporation. No certificates of stock shall be issued by the corporation until the subscription price of said shares represented thereby shall have been fully paid in money or money's worth and, when issued, the stock of the corporation shall be fully paid and not subject to additional costs or charges for the purchase thereof. The stock of the corporation shall be subject to an annual assessment for the purpose of enabling the corporation to pay operating and maintenance costs and expenses and to pay indebtedness of the corporation incurred in connection with the purposes and business of this corporation. All assessments upon each share of stock subscribed and outstanding shall be equal and uniform and shall be payable within 30 days after assessment. Any yearly assessments shall be payable on or before the 1st of April of the year for which it is assessed. The company shall have the right to withhold voting privileges for the stock on which assessments become delinquent and, in addition to the withholding of voting rights, the corporation may, at its election, declare the forfeiture of said stock at any time assessments on said stock shall become delinquent in excess of three (3) years. All delinquent assessments shall bear interest at the rate of six percent (6%) per annum until paid.

ARTICLE VI

The names and postoffice addresses, and the number of shares subscribed by each of the incorporators, are as follows:

Roger Dean	909 J Street, Rupert, Idaho	1 Share
Roy T. Honsinger	302 South 3rd, Rupert, Idaho	1 Share
Gerald H. Morgan	Box 51, Minidoka, Idaho	1 Share
Samuel A. Clark, Jr.,	Box 67, Paul, Idaho	1 Share

ARTICLE VII

Section 1. Except as limited elsewhere in these articles and the by-laws of the corporation, the business and affairs of the corporation shall be vested in, and be controlled by, the Board of Directors and the officers of the corporation shall be a President, Vice President, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. If determined by them to be desirable, the directors shall have authority to employ such personnel as may from time to time be determined by them to be necessary to the conduct of the business and affairs of the corporation.

Section 2. The officers of the corporation shall be elected by ballot by the members of the Board of Directors at such times and for such terms of office as shall be provided in the By-Laws of the corporation.

Section 3. There shall be five directors of the corporation and the names and postoffice addresses of the persons who shall be members of the first board of directors and who shall manage the affairs and business of the corporation until their successors shall have been elected and shall have qualified according to law and the by-laws of the corporation, are:

Roger Dean	909 J Street, Rupert, Idaho
Roy T. Honsinger	302 South 3rd, Rupert, Idaho
Gerald H. Morgan	Box 51, Minidoka, Idaho
Samuel A. Clark, Jr.	Box 67, Paul, Idaho
W. H. Shillington	917 I Street, Rupert, Idaho

The directors shall be elected by and from the stockholders of the corporation at each annual meeting thereof to hold office until the next annual meeting of the stockholders or until their successors have been elected and have qualified.

Section 4. The by-laws may make provisions for the removal of the directors and for the filling of vacancies created by removal, death or withdrawal.

Section 5. The directors, as such, shall not receive any compensation for their services but the by-laws may provide for reimbursement for reasonable expenses incurred by them in connection with the performance of their duties.

IN WITNESS WHEREOF, we, as Incorporators, and each of us, have hereunto set our hands and affixed our seals this 3/22 day of August, 1964.


Gerald H. Morgan


Roger Dean


Samuel A. Clark, Jr.

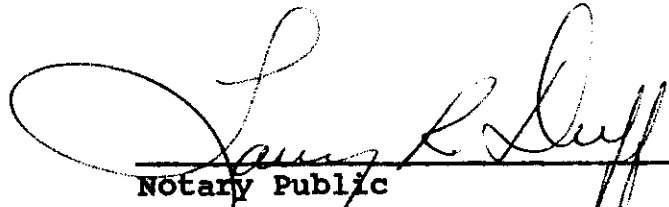

Roy T. Honsinger

STATE OF IDAHO)
) ss.
County of Minidoka)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Idaho, certify that ROGER DEAN, ROY T. HONSINGER, GERALD H. MORGAN and SAMUEL A. CLARK, Jr., being the incorporators referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and notarial seal this 31st day of August, 1964.

(SEAL)



Notary Public
Residing at Rupert, Idaho
My Commission Expires 9-1-66

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CONSENT TO USE OF CORPORATE NAME

TO WHOM IT MAY CONCERN:

The undersigned corporation, in compliance with the laws of the State of Idaho, hereby consents to the use of the same or a similar name.

The name of the consenting corporation is: NORTH SIDE PUMPING COMPANY, and it is organized under the laws of the State of Idaho.

The undersigned corporation consents to the use of the name, NORTHSIDE PUMPERS ASSOCIATION, INC., for the corporation about to be organized in Rupert, Idaho, because said corporation is sufficiently different to avoid confusion and has operated as an unincorporated association in the past year, without confusing or misleading the public.

The name of the corporation to which this consent is given, is NORTHSIDE PUMPERS ASSOCIATION, INC., about to be organized under the laws of the State of Idaho.

IN WITNESS WHEREOF, said NORTH SIDE PUMPING COMPANY, by its President and Secretary thereunto duly authorized, has affixed its name and corporate seal this 8th day of October, 1964.

NORTH SIDE PUMPING COMPANY

(SEAL)

By

Thomas O'Brien
President

ATTEST:

Thelma Thompson
Secretary