

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SOUTH BEND BITION CO.

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 _____

SOUTH BEND BITION CO.

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 _____, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION

OF

STATE OF IDAHO

SOUTH END DITCH CO.

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The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation shall be SOUTH END DITCH CO.

II.

The period of its duration shall be perpetual.

III.

That this corporation is and shall be a nonprofit corporation, pursuant to the Idaho Nonprofit Corporation Act.

IV.

That the purposes for which said corporation is formed are as follows:

The transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and the Idaho Nonprofit Corporation Act.

To acquire, build, construct, own, hold, operate and maintain an irrigation canal or canals leading from a point or points on Goose Creek, in Adams County, Idaho, and/or other streams and water courses in Adams County, Idaho, to and upon the lands of the stockholders of this corporation, and to carry through such canal or canals to and upon the lands of its stockholders, flood waters and decreed water from any of said streams, and storage water from the Brundage Reservoir or elsewhere, for irrigation and domestic purposes in accordance with and under appropriations and ownerships and rights thereof and thereto made, owned or had by the stockholders of this corporation, and to distribute such waters to said stockholders ratably and proportionately to the shares of stock which its stockholders hold for the capital stock of said corporation, and ratably and proportionately as their rights and ownership of decree or natural flow of water may appear, and to do any and all things necessary and proper to be done in conducting the business of such corporation and in carrying out the purposes before mentioned, but all wholly upon a cooperative plan and without revenue or profit to said corporation, or to any of its stockholders or members.

1 Provisions for the regulation of the internal
2 affairs of the corporation shall be provided by the
3 Bylaws to be hereafter adopted.

4 V.

5 The authorized capital stock of this corporation shall
6 consist of Class A capital stock, in the amount of TWELVE THOUSAND
7 SIX HUNDRED DOLLARS (\$12,600.00), divided into TWELVE HUNDRED SIXTY
8 (1,260) shares of the par value of TEN DOLLARS (\$10.00) each per
9 share, which said Class A stock shall constitute and be designated
10 as each share equaling one miner's inch of carrying capacity in the
11 canal or canals of the corporation and/or one acre foot of primary
12 storage in Brundage Reservoir in Adams County, Idaho. Class B
13 stock, in the sum of TWENTY THOUSAND DOLLARS (\$20,000.00), divided
14 into TWO THOUSAND (2,000) shares of the par value of TEN DOLLARS
15 (\$10.00) each per share, designated and representing a secondary
16 carrying capacity of one miner's inch in the canal or canals of the
17 corporation and/or one acre foot of water storage in Brundage
18 Reservoir in Adams County, Idaho, designated as secondary storage.

19 The corporation shall have no members, but shall be repre-
20 sented by the Class A and Class B stock on the basis of one vote
21 each for each share of Class A and/or Class B stock owned by a
22 stockholder.

23 The Class A and Class B stock shall be fully assessable,
24 pursuant to the Idaho Business Corporation Act and the Idaho Non-
25 profit Corporation Act, or as the laws of the State of Idaho may
26 be hereafter amended. That priorities, transfer and assessment of
27 said stock, both A and B stock, shall be provided by the Bylaws
28 hereafter to be adopted by this corporation.

29 VI.

30 The address of the initial registered office of the cor-
31 poration is P. O. Box 60, New Meadows, Idaho 83654, and the
32 name of the initial registered agent at such address is Paul Rose.

2-ar Articles of Incorporation

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VII.

The number of Directors constituting the initial Board of Directors of the corporation, is four, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Paul Rose	P. O. Box <u>60</u> , New Meadows, Idaho 83654
Craig DeMoss	Route 1, Box 162, Cambridge, ID 83610
Gerald Hunt	221 West Park Ave., New Plymouth, ID 83655
Don Walker	Route 1, Box 187, Weiser, Idaho 83672

VIII.

The name and address of the incorporator is Paul Rose, P. O. Box 60, New Meadows, Idaho 83654.

Paul Rose
Paul Rose, Incorporator

Dated: February 20, 1980.

STATE OF IDAHO)
) ss
County of Washington)

On this, the 20 day of February, 1980, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared PAUL ROSE, known to me to be the person whose name is subscribed to the above and foregoing Articles of Incorporation, 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.

[Signature]
Notary Public, State of Idaho
Residing at: [Address]