



CERTIFICATE OF INCORPORATION
OF

THE HOLLEY WATER USERS 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 _____

THE HOLLEY WATER USERS 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 April 18, 19 86



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

RECEIVED
SEC. OF STATE
ARTICLES OF INCORPORATION

OF 86 APR 18 AM 9 06

THE HOLLEY WATER USERS ASSOCIATION, INC.

The undersigned, acting as incorporator(s) of a non-profit corporation under the Idaho Non-profit Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation shall be THE HOLLEY WATER USERS ASSOCIATION, INC.

ARTICLE II

NON-PROFIT STATUS

This corporation is and shall remain a non-profit corporation.

ARTICLE III

EXISTENCE

The corporation shall have a perpetual existence.

ARTICLE IV

PURPOSE

This corporation is organized and shall be operated primarily as an irrigation water company to own, manage and maintain irrigation works for the purpose of conveying water to the stockholders of the company. Among other things, the corporation shall have the following powers:

- (1) The right to acquire, own, hold, mortgage, dispose of, and invest its funds in real and personal property; and,

(2) To take out and divert water from Camas Creek in Jefferson County, Idaho, at a point about 60 rods east and about 60 rods south of the Northwest Corner of Section 36, Township 7 North, Range 35, East of the Boise Meridian Jefferson County, Idaho, and convey and conduct the same through a canal now constructed to a point near the Northwest Corner of Section 22, Township 6 North, Range 35, East of the Boise Meridian, and from that point to deliver said water into laterals and ditches for irrigation and other purposes upon the land adjacent.

(3) To construct, operate and maintain irrigation wells and pumps, together with canal and ditch works convenient and/or necessary for conveying said water to the stockholders.

(4) To exercise any other right permitted under law.

V

LIMITATIONS

The corporation shall be subject to the following limitations:

(1) The net earnings of the corporation must not benefit any individual.

(2) The corporation may not engage in propaganda or otherwise attempt to influence legislation.

(3) The corporation must not participate or intervene in any political campaign on behalf of any candidate for public office.

(4) The corporation shall be subject to any other limitations which may be imposed by the Internal Revenue Code to maintain exemption from federal income tax payment.

VI

NON-MEMBERS

The corporation shall have no members, but shall have stockholders.

VII

NAME AND ADDRESS OF AGENT

The registered agent is LAMOYNE BARNEY whose address is HC69, Box 2420, Hamer, Idaho, 83425.

ARTICLE VIII

DIRECTORS

(1) The initial Board of Directors shall consist of five (5) persons.

(2) The number of Directors may be increased from time to time by the By-Laws of the Corporation, and/or amendments thereto, by a 2/3rds vote of the stock represented at any regular meeting of the stockholders, or at any special meeting called for that purpose; provided, such changes occur as follows:

(A) At least 1/3rd of the Directors shall support the proposed change.

(B) Any proposed change in the Articles or By-Laws (or a summary thereof) shall be published in a newspaper of general circulation published in Jefferson

County for at least once each week for four weeks prior to the meeting at which the changes are adopted, said notice to state the time and place of said meeting.

(3) The Directors shall serve for terms of one (1) year, unless otherwise provided in the By-Laws.

ARTICLE IX

INCORPORATORS

The name and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LaMoyne Barney	HC69, Box 2420 Hamer, Idaho 83425
Carl Hoggan	Box 713 Hamer, Idaho 83425

ARTICLE X

CAPITAL

The capital shall be evidenced by 5,000 shares having a par value of \$10.00 each. Stock is, and shall remain assessable.

ARTICLE XI

SUCCESSOR CORPORATION

It is intended this corporation will be a successor corporation to what was formerly The Holley Water Users Association whose corporate charter inadvertently expired on February 4, 1970. It is the intent and purpose of this corporation to succeed to all of the property rights and powers of the previous one, and to operate in a similar manner.

IN WITNESS WHEREOF, we have herunto set our hands and seals in duplicate originals this 16 day of April, 1986.

LaMoyne Barney
LaMoyne Barney

Carl R. Hoggan
Carl Hoggan

STATE OF IDAHO)
) ss
County of Jefferson)

On this 16 day of April, 1986, before me, the undersigned, a Notary Public in and for said state, personally appeared LaMoyne Barney and Carl Hoggan, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

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

(seal)

Blair Hoover
Notary Public for Idaho
Residing at: Rigby
Commission Expires: 10-24-91