

CERTIFICATE OF INCORPORATION
OF

SLIMAN AND BUTLER IRRIGATION, 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 _____

SLIMAN AND BUTLER IRRIGATION, INC.

duly signed pursuant to the provisions of the Idaho Business 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: May 3, 1982



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

SLIMAN AND BUTLER IRRIGATION, INC.

The undersigned natural persons of the age of twenty-one years or more, as incorporators of a corporation (hereinafter referred to as "Corporation") under the provisions of the Idaho Business Corporations Act (hereinafter referred to as the "Act"), adopt the following Articles of Incorporation.

ARTICLE I.

The name of the Corporation is SLIMAN AND BUTLER IRRIGATION, INC.

ARTICLE II.

The period of duration of the Corporation is perpetual.

ARTICLE III.

The objects and purposes for which this corporation is formed are: a principal, agent or otherwise, to do in any part of the world any and all things hereinafter set forth in the same extent as natural persons might or could do in furtherance thereof, but not in limitation of the general powers conferred by the laws of the State of Idaho. We expressly provide that this Corporation shall have power:

(a) To conduct and carry on the business of installing, laying out, altering, repairing, and maintaining sprinkler and irrigation systems, pumps, wells, pipes and pipe lines and any other work in connection therewith including but not limited to, engineering, electrical work, and to acquire, own, lease and prepare for use of any equipment or material for said purposes.

(b) To transact all lawful business for which corporations may be incorporated under the provisions of the Idaho Business Corporation Act. Title 30, Chapter 1, Idaho Code.

(c) To exercise all powers given to corporations by the laws of the State of Idaho.

(d) To obtain from any government or authority (municipal, local or otherwise) any rights, privileges, licenses, consessions and franchises which the company may think is desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, licences, consessions and franchises.

(e) To generally carry on and undertake any business, undertaking, transaction, or operation commonly carried on or calculated directly or indirectly to enhance the value of or render profitable, any of the Corporation's property or rights, which are not in violation of law.

(f) The several clauses contained in this statement of purpose shall be construed, as both purposes and powers, otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE IV.

The address of the registered office of the Corporation is P. O. Box 491, North of City, Gooding, Idaho 83330, in the name of the registered agent at that address is Michael E. Sliman.

ARTICLE V.

The Corporation will not commence business until the consideration has been received for the initial capital stock subscriptions.

ARTICLE VI.

Section 1. Authorized Shares. The total authorized capital stock of the Corporation shall be divided into Fifty Thousand Shares of common stock with a par value of One Dollar (\$1.00) per share.

Section 2. Stock Non-Assessable. The private property of the stockholders of this Corporation shall not be subject to

the payment of corporate debts of any extent whatsoever.

Section 3. Voting Power. The entire voting power of the election of directors and for all other purposes shall be vested exclusively in the holders of said common stock, who shall be entitled to one vote for each share of common stock held by them on record.

Section 4. Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the Corporation as defined in the Idaho Business Corporation Act, dividends payable either in cash, in property, or in shares, of the capital stock of the Corporation.

Section 5. From time to time, the capitalization of Corporation may be increased or decreased as provided by law and if the capitalization is increased such amendment may provide for different classes of stock with voting or dividend rights or privileges as may be provided in such amendment.

ARTICLE VII.

Section 1. Meeting of Shareholders. Meetings of the shareholders of the Corporation may be held at such place, within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. Meeting of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either with or without the State of Idaho.

Section 3. Code of By-Laws. The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors. The By-Laws may contain any

provisions for the regulations and management of the affairs of the Corporation not inconsistent with the Act, or the Articles of Incorporation.

ARTICLE VIII.

Section 1. Initial Board of Directors. The initial Board of Directors of this Corporation shall consist of Two (2) members whose names and addresses are as follows:

Michael E. Sliman	P. O. Box 491 Gooding, Idaho 83330
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David B. Butler	226 7th Avenue West Gooding, Idaho 83330
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which directors shall serve until the first election of directors.

Section 2. Number of Directors. The number of directors of the Corporation shall be two (2), unless and until otherwise determined by vote of a majority of the entire Board of Directors. The number of directors shall not be less than two, unless all of the outstanding shares are owned beneficially and of record by less than two shareholders, in which event the number of directors shall not be less than the number of shareholders permitted by statute.

ARTICLE IX.

No contract or other transaction between the Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors of or officers of, such other corporation and director individually, or any firm of which a director may be a member, may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and any director of the

Corporation who is so interested may be counted in determining the existance of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X.

After the initial subscription of shares as indicated by signed subscription agreements, of the Corporation's authorized shares have been issued, each holder of shares in this Corporation shall have the first right to purchase shares of this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares outstanding exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receipt of notice in writing from the Corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights.

ARTICLE XI.

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

Michael E. Sliman	P. O. Box 491 Gooding, Idaho 83330
	One Share

David B. Butler	226 7th Avenue West Gooding, Idaho 83330
	One Share

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30 day of April, 1982.

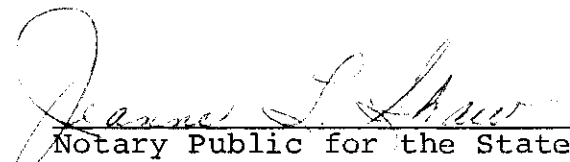

MICHAEL E. SLIMAN


DAVID B. BUTLER

STATE OF IDAHO)
) SS.
County of Gooding)

On this 30th day of April, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared MICHAEL E. SLIMAN a single man DAVID B. BUTLER a single man, known to me to be the persons whose names are subscribed to the foregoing instrument 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 first above written.


Notary Public for the State of Idaho
Residing at Gooding, Idaho