

CERTIFICATE OF INCORPORATION

of

THE BOISE CITY IRRIGATION AND LAND COMPANY.

THIS IS TO CERTIFY that we, the undersigned, have associated and do hereby associate ourselves into a corporation under and by virtue of the provisions of an Act of the Legislature of the State of New Jersey entitled "An Act concerning Corporations", (Revision of 1896) and the several acts supplemental thereto and amendatory thereof, and do severally agree to take the number of shares of the capital stock set opposite our respective names; and we do hereby assume to and for said corporation all the rights, powers and privileges granted to and conferred upon corporations by the laws of the State of New Jersey, and we do hereby certify and set forth as follows:

FIRST: The name of the corporation is "The Boise City Irrigation and Land Company."

SECOND: The location of its principal office in the State of New Jersey is Number 243 Washington Street, Jersey City; and the name of the agent therein and in charge thereof, and upon whom process against the corporation may be served is Charles N. King.

THIRD: The objects for which, and for any of which, the corporation is formed, are: To acquire, build, construct, maintain, own, operate and manage irrigating canals, ditches, water rights or the appurtenances thereof in the State of Idaho: to supply water for sale, rental or distribution either for mining, mechanical, electrical, domestic or irrigation

purposes; to grant water rights and to contract in regard thereto; to acquire, own, maintain or operate any canal or canal system with its rights and franchises heretofore built or conducted; to acquire, hold, own, improve, irrigate or sell lands; to supply power and generate, supply, sell, and distribute electrical energy for light, heat or power purposes; to mortgage, lease, sell or dispose of any of its property; to assume in whole or in part, the contracts, of any nature, kind or description, of any person, firm, association or corporation connected with the furnishing of water for irrigation purposes; to guarantee the contracts and contractual obligations of every nature and kind whatsoever, of any such person, firm, association or corporation; to purchase and deal in, hold, and in any manner acquire all or any portion of the capital stock of any corporation, and to vote the same, or control and utilize the same, to the same extent and with the same rights and privileges as a natural person might or could do; to have one or more offices without the State of New Jersey to carry on all or any part of its operations and business; to hold, purchase, mortgage, lease and convey real and personal property or rights or licenses in any State or Territory of the United States or in any foreign country or place, and in general to do any and all other acts and things necessary to further the objects above enumerated.

FOURTH: The total authorized capital stock of the corporation is Three hundred Thousand Dollars (\$300,000.00), divided into 3000 shares of a Par value of One hundred Dollars (\$100) each. All of such total authorized capital stock shall be common stock.

FIFTH: The names of the incorporators, the Post Office

address of each, and the number of shares of the stock subscribed for by each, the aggregate of such subscriptions being ten shares or One Thousand Dollars, and being the amount of capital stock with which the corporation will commence business, are as follows:

NAME.	POST OFFICE ADDRESS	NUMBER OF SHARE
John M. Satterfield	243 Washington Street Jersey City, N.J.	8
Chas. N. King	" "	1
Richard P. Ryan	" "	1

SIXTH: The duration of the corporation shall be unlimited.

SEVENTH: The corporation may use and apply its surplus earnings or accumulated profits, authorized by law to be reserved, to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, to such extent, and in such manner, and upon such terms as its Board of Directors shall determine; but neither the property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the corporation, shall be regarded as profits for the purpose of the declaration or payment of dividends unless otherwise determined by a majority of the Board of Directors or a majority of the stockholders

The corporation in its by-laws may prescribe the number necessary to constitute a quorum of the Board of Directors, which number may be less than a majority of the whole number.

The Board of Directors may be increased at any time by vote of the Board of Directors, and in case of any such increase the Board of Directors shall have power to elect such additional directors, to hold office until the next meeting of the stockholders or until their successors shall

be elected. The Board of Directors shall have power, without the assent or vote of the stockholders, to make, alter, amend, and rescind the By-laws of the corporation; to fix the amount to be reserved as the working capital; to authorize and to cause to be executed deeds of trust, mortgages and liens of and upon the real and personal property of the corporation or any part thereof, and from time to time to sell, assign, transfer or otherwise dispose of any or all of the property of the corporation, but no such sale of all the property shall be made except pursuant to a vote of at least two thirds of the Board of Directors. The Board of Directors by resolution passed by a majority of the whole Board, may designate two or more directors to constitute an Executive Committee, which Committee, to the extent provided in the resolution creating it, or in the By-laws of the Corporation, shall have ~~and~~ may exercise the power of the Board of Directors in the management of the business and affairs of the corporation, and shall have power to authorize the seal of the corporation to be affixed to all papers which may require it.

The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places and under what conditions and regulations the accounts and books of the corporation or any of them shall be open to the inspection of the stockholders; and except as specially conferred by statute, or authorization of the Board of Directors, or by resolution of the stockholders, no stockholder shall have any right of inspecting any such account or book or document of the corporation. The Board of Directors shall have power to hold its meetings, to have one or more offices and to keep the books of the corporation, other than the stock and transfer books, outside of the State of New Jersey at such places as may be from time to time designated by them

IN WITNESS WHEREOF, we do hereby make, record and file
this certificate and have set our hands and
seals hereto in the City of Jersey City this
16th day of March, 1899

Witness

Al McMahan	John M. Satterfield	(L.S.)
	Chas. N. King	(L.S.)
	Richard P. Ryan	(L.S.)

STATE OF NEW JERSEY

ss.

County of Hudson

BE IT REMEMBERED, that on this 16th day of March,
A.D. One thousand eight hundred and ninety nine, before the
undersigned personally appeared John M. Satterfield, and
Richard P. Ryan, who I am satisfied are two of the persons nam-
ed in and who executed the foregoing certificate, and I having
first made known to them and all of them the contents thereof,
they did acknowledge that they signed, sealed and delivered
the same as their voluntary act and deed.

Charles B. Hughes

Master in Chancery of New Jersey.

(10¢ Internal Revenue Stamp cancelled.)

STATE OF NEW JERSEY

ss

COUNTY OF HUDSON

BE IT REMEMBERED, that on this 16th day of March,
A. D. 1899, before me Augustus C. Kellogg a Master in Chancery
of the State of New Jersey, personally appeared Charles N.
King who I am satisfied is one of the persons named in and
who executed the foregoing certificate, and I having first
made known to him the contents thereof he did acknowledge that
he signed, sealed and delivered the same as his voluntary act

and deed.

Agustus C. Kellogg

Master in Chancery of New Jersey.

(10¢ Internal Revenue Stamp cancelled.)

Endorsed

"Received in the Hudson Co., N.J. Clerk's Office Mar 16 A.D.
1899 and Recorded in Clerk's Record No on Page

John G. Fisher

Clerk."

"Filed Mar 17 1899

George Wurts,

Secretary of State."

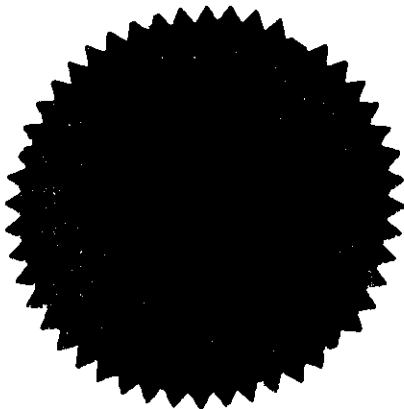
STATE OF NEW JERSEY.



DEPARTMENT OF STATE.

I, ALEXANDER H. RICKEY, Assistant Secretary of State of the State of New Jersey, do hereby Certify that the foregoing is a true copy of the Certificate of Incorporation of *'The Boise City Irrigation and Land Company'* and the endorsements thereon, as the same is taken from and compared with the original, filed in the office of the Secretary of State on the *17th* day of *March* A. D. 1899, and now remaining on file therein.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal, at Trenton, this *Fifth* day of *May* A. D. 1899



Assistant Secretary of State.