

State of Idaho



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

MIDDLE DARBY SPRINKLER IRRIGATION CO., INC.

was filed in the office of the Secretary of State on the **Twenty-fourth** day
of **May** A.D. One Thousand Nine Hundred **Sixty-five** and
will be duly recorded on Film No. **microfilm** 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, **& 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
Driggs, in the County of **Teton.**

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 **24th** day of **May**,
A.D., 19**65**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

MIDDLE DARBY SPRINKLER IRRIGATION CO., INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of legal age, have this day voluntarily associated ourselves together for the purpose of forming a non-profit, mutual canal and irrigation corporation under the laws of the State of Idaho, and

WE HEREBY CERTIFY:

FIRST

The name of this corporation is MIDDLE DARBY SPRINKLER IRRIGATION CO., INC.

SECOND

This corporation is not formed for profit, but as a mutual canal and irrigation company.

THIRD

That the nature of the business and the objects and purposes for which this corporation is formed are:

1. To own, acquire, lease, hold, manage, control, operate and maintain an irrigation pipeline system for the purpose of more efficiently conducting any water owned or to be acquired by the corporation and/or the stockholders of this corporation, and particularly the water owned by the stockholders hereof as stockholders in the GARDEN WATER CO., LTD., from a point or points of delivery to be established and more particularly from a point or points of delivery on the Garden Water Co. system into a main pipeline and by gravity flow through said main pipeline to points of delivery into lateral pipelines provided by the stockholders hereof.

2. To own, acquire, hold, manage, control, operate and maintain irrigation systems now existing, or to be constructed and established in the middle Darby area southeast of Driggs, Teton County, Idaho; also, for the purposes of acquiring water rights, water permits, water licenses and franchises now owned and held by other individuals or entities; also, for the purpose of acquiring in the name of this corporation, water rights, water permits, water licenses and franchises; also for the purpose of carrying water owned by the stockholders hereof to their respective lands, all for the purpose of the irrigation of lands under said irrigation system; to acquire, have, own, maintain and control irrigation wells and water therefrom, and to distribute the same; to fix, charge and collect from its stockholders assessments and maintenance charges based upon the number of shares of stock held by each person, or in proportion to the amount of water used or owned, or by both the said methods, or by assessment upon the capital stock, levied in accordance with the laws of the State of Idaho, or by such other method as may be prescribed in the By-Laws of said corporation; to construct and own dams and reservoirs, and to construct, drill, operate and maintain wells for irrigation pumps, power lines, canals, ditches, and any and all other diversion works for the development and diversion of water for irrigation and domestic purposes, and generally to do any and all things necessary

or proper to be done in conducting the business of supplying its stockholders with water or carrying water for its stockholders for irrigation and domestic use, and other useful and beneficial purposes.

3. To take, own, hold, deal in, mortgage, lease, sell, exchange, transfer or in any manner dispose of real property, leaseholds, and any other interests, estates and rights in real property; to purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, lease, sell, assign, exchange, transfer, and in any manner dispose of, to deal and trade in and with any and every class of personal property and/or mixed property, and any franchises, water rights, water permits, water licenses, or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

4. To borrow money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and nature.

5. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or other individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided the same be not inconsistent with the laws under which this corporation is organized.

FOURTH

The existence of this corporation is to be PERPETUAL.

FIFTH

The place where the principal business of this corporation is to be transacted shall be at Driggs, County of Teton, State of Idaho.

SIXTH

The total number of shares which may be issued by the corporation is 1,535, representing one share for each acre of land within the corporation's system, all of which stock is for no nominal or par value. The ownership of said stock shall be limited and shall be held and transferred as provided for in the By-Laws. The land to be included within the corporation's system shall be specified, also, in the By-Laws. At all meetings of the stockholders, each stockholder may vote by written proxy; however, each stockholder who is present is limited to one proxy vote.

SEVENTH

The total number of shares of the capital stock of this corporation which have been actually subscribed and paid for is the sum of 1,535, and following are the names of the persons or entities, their mailing addresses and the number of shares each has subscribed for, to-wit:

Charles Larsen	Driggs, Idaho	80 shares
Paul Delaney	Driggs, Idaho	80 shares
Roy Griffith	Driggs, Idaho	40 shares
Clair Hillman	Driggs, Idaho	75 shares
Roy Hillman	Driggs, Idaho	120 shares
Alfred Hillman	Driggs, Idaho	80 shares
Wendell Hillman	Driggs, Idaho	160 shares
David Johnson	Driggs, Idaho	40 shares
Lenace Burnside	Driggs, Idaho	80 shares

Vernile Burnside	Driggs, Idaho	40 shares
Ezra A. Murdock	Driggs, Idaho	80 shares
Glen Taylor	Driggs, Idaho	80 shares
Reece Chambers	Driggs, Idaho	193.33 shares
Driggs 1st Ward	Driggs, Idaho	40 shares
Dale Price and James W. Price	Driggs, Idaho	73.34 shares
Vera Price	Driggs, Idaho	80 shares
Alfred Larsen	Driggs, Idaho	160 shares
Clarence Murdock	Driggs, Idaho	33.34 shares

Each of the above named persons is also an incorporator hereof, and each one is advised and knows of the general plans of the corporation, and particularly consents that the corporation will immediately borrow from the United States of America, Farmer's Home Administration, approximately \$135,000.00 to acquire and install the pipeline system and said loan, together with the ordinary expenses of maintenance and operation of the system shall be paid by assessments upon the capital stock of the corporation, to be levied and collected in a manner provided for in the By-Laws of this corporation.

EIGHTH

The management of this corporation shall be vested in a board of not less than three (3) nor more than seven (7) directors, as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the stockholders, to be held at the general office of this corporation in the said Village of Driggs, Idaho, on the last Monday of February, of each year. The following named persons shall constitute the Board of Directors until the first annual meeting of the stockholders: James W. Price, President; John Alfred Hillman, Vice President; Clair Hillman, Secretary; Paul Delaney, Treasurer and Alfred Larsen.

IN WITNESS WHEREOF, We, the incorporators, have hereunto set our hands and seals this 17th day of May, 1965.

Charles Larsen
Paul Delaney
Roy Griffith
Clair Hillman
R. L. Hillman
Alfred Hillman
David Johnson
Lenace Burnside
Vernile Burnside

Vernile Burnside
Ezra A. Murdock
Glen Taylor
Reece Chambers
Bishop Phillip Hathway
Dale R. Price
James W. Price
Vera Price
Alfred Larsen
Clarence Murdock

STATE OF IDAHO)
) ss.
 COUNTY OF TETON)

On this 17th day of May, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared Charles Larsen, Paul Delaney, Roy Griffith, Clair Hillman, Roy Hillman, Alfred Hillman, Wendell Hillman, David Johnson, Lenace Burnside, Vernile Burnside, Ezra A. Murdock, Glen Taylor, Reece Chambers, Phillip Hathway (Bishop of Driggs 1st Ward) Dale Price, James W. Price, Vera Price, Alfred Larsen and Clarence Murdock, known to me to be the persons whose names are subscribed to the within 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 in this certificate first above written.

(Seal) My Commission expires Dec. 21, 1965

Ed Faust
 Notary Public residing at Driggs, Idaho