



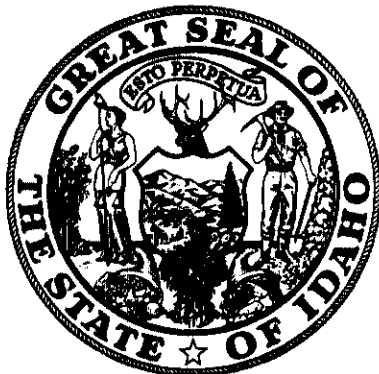
CERTIFICATE OF INCORPORATION  
OF

IBLAND IRRIGATION COMPANY

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 above named corporation, 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: July 10, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth J. Jara*

ARTICLES OF INCORPORATION

ISLAND IRRIGATION COMPANY

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RECEIVED  
SEC. OF STATE

We, the undersigned, authorized by the shareholders of the Island Irrigation Company, hereby certify that the following Articles of Incorporation have been approved by the shareholders of the corporation at a meeting held June 28, 1990 in which 100% of those present voted in favor of approval and to achieve the purposes of the corporation as set forth herein these Articles of Incorporation.

Article 1

This certifies that the undersigned have this day formed a company for the purpose hereinafter mentioned and which shall be known as the Island Irrigation Company, with such powers and privileges as are allowed by law.

Article 2

This corporation is a non-profit corporation, and at no time shall dividends be paid to its stockholders.

Article 3

The existence of this corporation is perpetual.

Article 4

Section A. The object of this company is to take water out of the Dry Bed of the South Fork of the Snake River as delivered by the Great Feeder Canal Company, Limited, such point now being in the SE  $\frac{1}{4}$  of Section 10, TWP 4 N R 39 EBM., or at such point or points of diversion as may be changed, and carry the same through canal channel through the various diversion headgates and structures to its stockholders for their use for irrigation on agricultural lands and other uses, and to carry out such financial and business operations as are necessary to achieve the above object by law.

Section B. To construct and operate and maintain such canal channel and works as are necessary or proper in the carrying out of the objects and purposes described in Section A of this Article, and carrying water to its stockholders.

Section C. To fix and collect from its stockholders such assessments, tolls or other charges as are required to finance the Company's authorized activities. Such assessments, tolls or other charges shall be assessed equally among the

outstanding shares of stock, but the Company may provide, from time to time, by action of the Board of Directors, for a minimum charge for each such shares with additional charges per share per irrigation season in proportion to the total volume of water carried per share.

Section D. To acquire, hold, purchase, or dispose of real or personal property as may be necessary to carry out the objects of this corporation.

Section E. To enter into contracts or obligations of any type or kind necessary or proper to the transaction of the ordinary affairs, and for the purposes of the corporation.

Section F. To borrow money and otherwise incur indebtedness without limit as to amount; and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, checks, drafts, and other instruments for the payment of money.

Section G. To have, exercise and enjoy all the powers now or hereafter granted to the corporations organized under the laws of the State of Idaho, and particularly those applicable of the powers and privileges granted to non-profit corporations by Chapter 3 of Title 30 of the Idaho code, and Chapter 24 of Title 42 of the Idaho Code, and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid objects and purposes.

Section H. All of the foregoing provisions of this Article 4 are to be construed both as objects and powers, and it is expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers and powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or do any act which corporations formed under the laws of the State of Idaho now or hereafter existing may not, at the time, lawfully carry on or do. It is the intention that the purposes, objects, and powers specified in each of the Paragraphs of this Article 4 of these Articles of Incorporation shall, except as otherwise provided, in nowise be limited or restricted by reference to, or inference from, the terms of any other clause or paragraph in this paragraph contained, or of any other provisions of these Articles of Incorporation, and it is the intention that the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

#### Article 5

Jefferson County, Idaho, shall be the place where this company or corporation shall transact its principal business.

#### Article 6

All rights, power, and authority not specifically delegated to its directors and officers shall be reserved to its stockholders, who may take such action which is not inconsistent with the laws of the State of Idaho to achieve the objects of this corporation.

#### Article 7

That the capital stock of the said Island Irrigation Company shall be Seventy-five thousand dollars (\$75,000) divided into 75,000 shares with a par value of one dollar (\$1.00) each.

#### Article 8

The street address of the initial registered office shall be 3829 East Menan-Lorenzo Highway, Rigby, Idaho 83442. The name of the initial registered agent is Kenneth Thorngren.

#### Article 9

The names and addresses of the directors constituting the initial Board of Directors shall be as follows:

<u>Director</u>	<u>Term of Office</u>	<u>Address</u>
Edwin E. Hanson	1989 - 1991	3810 E. 850 N., Rigby, ID 83442
A. Gail Sheppard	1989 - 1991	3831 E. 850 N., Rigby, ID 83442
Victor Jensen	1989 - 1991	669 N. 4100 E., Rigby, ID 83442
S. R. Thomas	1990 - 1992	4093 E. Menan-Lorenzo Hwy., Rigby, ID
Ricki L. Hall	1990 - 1992	861 N. 3900 E., Rigby, ID 83442

Article 10

The incorporators shall be the same as the Board of Directors.

Edwin E. Hanson  
3810 E. 850 N., Rigby, ID

Edwin E. Hanson

A. Gail Sheppard  
3831 E. 850 N., Rigby, ID

A. Gail Sheppard

Victor Jensen  
669 N. 4100 E., Rigby, ID

Victor M. Jensen

S. R. Thomas  
4093 E. Menan-Lorenzo Hwy., Rigby, ID

S. R. Thomas

Ricki L. Hall  
861 N. 3900 E., Rigby, ID

Ricki L. Hall

Article 11

Section A. All shares issued hereafter, whether for new stock, replacing lost shares, transfer of stock, or for any other reason, shall carry conspicuously on the stock certificate, the following restriction on transfer:

The stock represented by this certificate may be owned or transferred only to a person and/or entity who owns or whose shareholders own lands irrigated by water carried by the corporation.

This stock is assessable and the holder thereof is obligated to pay its share of the operation of the corporation.

Edwin E. Hanson

Edwin E. Hanson, President

Kenneth L. Thorgren  
Kenneth L. Thorgren, Secretary