

ARTICLES OF INCORPORATION
OF THE
TWIN FALLS LAND AND WATER COMPANY.

United States of America,
State of Utah, ss.
County of Salt Lake.

This AGREEMENT OF INCORPORATION, made and entered into this Third day of September, A. D. One Thousand nine hundred, by and between I. B. Perrine, Stanley B. Milner, J. H. Lowell, A. K. Steunenberg, and Frank Knox, WITNESSETH:

WHEREAS the said persons are desirous of associating themselves together and organizing a body corporate under the Laws of the State of Utah, for the purposes in these articles of incorporation hereinafter set forth;

NOW, THEREFORE, the said persons do hereby adopt, declare, and agree to the following ARTICLES OF INCORPORATION:

I.

Said corporation shall be called and known by the name of the TWIN FALLS LAND AND WATER COMPANY.

II.

This corporation is organized at Salt Lake City, Salt Lake County, State of Utah.

III.

The names of the parties to this agreement of incorporation and their places of residence are as follows:

Name.	Residence.
I. B. Perrine,	Blue Lakes, Idaho.
Stanley B. Milner,	Salt Lake City, Utah.
J. H. Lowell,	Roswell, Idaho.
A. K. Stunenberg,	Caldwell, Idaho.
Frank Knox,	Salt Lake City, Utah.

IV.

The corporation herein provided for and herein incorporated shall exist and continue for a term of fifty years, unless sooner dissolved or disincorporated according to law.

V.

The objects, business and pursuits of this corporation are and shall be, the acquisition, construction, operation, maintenance, rental, and sale of canals, aqueducts, and ditches for the flowage of water, chiefly for irrigation, and the acquisition, rental, and sale of water conveyed and distributed through said canals, aqueducts, and ditches, and as incidental to, and in connection with its said principal business, to reclaim, improve, cultivate, buy, rent, and sell land with necessary buildings and structures connected therewith, and in general, doing all things necessary in the construction of its general irrigation system, and in the development and improvement of the land appurtenant to, and which may be reclaimed by said irrigation system.

Also, to acquire all water rights, rights of way, franchises, and other rights incidental to the carrying on of the business of the corporation. Also to acquire, own, work and develop placer mining claims adjacent to its irrigation system.

In connection with the foregoing pursuits, the corporation, through its board of directors, shall have power to borrow money, issue bonds, and secure its obligations by liens upon its property, rights and franchises of every description.

VI.

The place of the general business of the corporation and its general offices shall be at Salt Lake City, in the County of Salt Lake, State of Utah, but financial, transfer and registry offices may be established and opened by the board of directors at any other place or places in the United States or Europe.

And a branch office may be established by the board of directors at such a place in the State of Idaho, as said directors shall deem most convenient for the purposes of the corporation, and the operation of its business in said State of Idaho.

VII.

The amount of the capital stock of the corporation shall be One hundred thousand dollars (\$100,000) which shall be divided into One hundred thousand (100,000) shares of the par value of One Dollar (\$1) per share.

VIII.

The amount of the capital stock subscribed and taken by each of the incorporators above named and fully paid as hereinafter set forth, is as follows:

I. B. Perrine	96,990 shares.
Stanley B. Milner	1,000 "
J. H. Lowell,	1,000 "
A. K. Stunenberg,	1,000 "
Frank Knox	10 "

IX.

The officers of the corporation shall be a board of five directors, a president, a vice-president, a secretary, a treasurer, and a general manager; provided that the board of directors may also appoint an assistant secretary when deemed advisable for the business and interests of the corporation, and that the offices of treasurer and general manager, or either of them, may be held by any of the other officers duly elected to such offices.

X.

To be eligible to any office of this corporation, excepting that of secretary or assistant secretary, the person elected must be and remain the owner of at least ten (10) shares of the capital stock of the corporation as shown by the books of the corporation.

XI.

I.B.Perrine, Stanley B.Milner, J.H.Lowell, A.K.Steunenberg,

and Frank Knox shall be the board of directors of the corporation from the date hereof until the Second Monday of January, 1902, and until their successors shall be duly elected and qualified as hereinafter provided. Said Stanley B. Milner shall be the President and General Manager, I. B. Perrine the vice-president, J. H. Lowell the secretary, and Frank Knox the treasurer, for said term.

Any vacancies at any time, caused by the resignation, death or removal of any of the directors or other officers of the company shall be filled by the majority vote of all the remaining directors.

XII.

The term of office of the directors and officers of the corporation, except as provided in Article XI, shall be one year from and after the Second Monday of January, of each year, and until their successors shall have been duly elected and qualified, subject to resignation or removal as in these articles provided.

XIII.

The regular annual meeting of the stockholders of this corporation for the election of officers and directors, and for the transaction of such other business as may come before it, shall be held on the Second Monday of January, A. D. 1902, and annually thereafter on said day at the company's office in Salt Lake City, Salt Lake County, State of Utah, at two o'clock P. M., and the vote of the majority of the stock then issued and outstanding, shall be necessary to constitute an election.

The chairman and secretary of the meeting of stockholders, who shall be selected by a majority vote of all shares represented at said meeting, shall certify the result of the election of officers and other proceedings of said meeting, to the president of said company, and he shall cause the same to be entered upon the records of the company by the secretary of the corporation, and said secretary shall at once give notice of their election to the persons so elected, and said persons shall at once qualify as directors.

or officers by subscribing and taking the oath of office required by law, and said secretary of the corporation shall forthwith file said oaths of office in the office of the county clerk of said Salt Lake County, Utah.

All elections shall be by ballot, and each share of stock shall be entitled to one vote. The stockholders shall first elect a board of directors for the ensuing year and immediately thereafter shall elect from said board of directors, persons to fill the other offices of the company. But in the absence of an election by the stockholders, the general manager and assistant secretary may be elected by the board of directors.

XIV.

Notice of special meetings of the stockholders shall be given by the secretary by the mailing to each stockholder then of record, to his last known address, of a copy of the notice of such meeting, at least twenty days before the date of said meeting, and such notice must state the time of the meeting, and also the purposes of the meeting in general terms. The letters in which the notice of special meeting is contained shall be registered at the United States Post Office, from which they are transmitted.

Special meetings of the stockholders may be called either by a majority of the board of directors or by shareholders representing at least 35,000 shares of the capital stock of the corporation.

XV.

The board of directors may make, alter, or amend the by-laws of the corporation, but the stockholders at any general meeting or special meeting called for that purpose, may repeal or alter any by-laws or adopt new ones, and such action shall remain binding until rescinded or altered by the stockholders themselves, at either a general or special meeting.

XVI.

Any of the directors or officers of the corporation may be

removed from office at a stockholders meeting, called as hereinbefore provided, and held for the purpose of considering the question of such removal, and a majority of the entire capital stock of the corporation then outstanding, voting for such removal, at such meeting, shall constitute a removal, but notice of such meeting must specify fully the purpose for which said meeting is called.

Any officer or director of the corporation may resign his office by filing a written resignation with the president or secretary of the company, at least fifteen days before the same shall take effect provided that, by resolution of the board, time may be waived and the resignation be immediately accepted.

XVII.

The majority of the board of directors shall be necessary to form a quorum, and shall be authorized to transact the business and exercise the corporate powers of the corporation, but the board may delegate to the general manager such powers with respect to the transaction of the business of the corporation, as the majority of the board may see fit.

XVIII.

The private property of the stockholders of the corporation shall not be liable for the obligations, debts, or liabilities of the corporation, but the full paid capital stock of the corporation shall be assessable for the purposes and in the manner prescribed for the assessment of capital stock of corporations in Chapter 2, of Title II, of the revised statutes of Utah, 1898.

XIX.

The entire capital stock of the corporation shall be fully paid by the sale, assignment, transfer, and conveyance to the corporation of the following rights and property heretofore acquired by the incorporators, to-wit:

Surveys, maps and plats of the irrigation system to be con-

(7)

structed by the corporation, water rights in the waters of Snake River, heretofore acquired for use through the irrigation system of the corporation, placer mining claims adjoining the head of the said irrigation system, and certain cash contributions of the incorporators.

IN WITNESS WHEREOF the said incorporators have hereunto set their hands and seals, the day and year first herein above written.

Signed in presence of:

John C. Rice as to

Stanley B. Milner

(Seal)

Lowell and A. K. Stunenberg

J. H. Lowell

(Seal)

A. K. Steunenberg

(Seal)

Wm. H. Bramel as to

Frank Knox

(Seal)

Knox and Milner

I. B. Perrine

(Seal)

State of Utah,

ss.

County of Salt Lake.

Stanley B. Milner being duly sworn on his oath says: I am one of the incorporators named in and who subscribed the foregoing articles of incorporation of the TWIN FALLS LAND AND WATER COMPANY; that the parties to said agreement have commenced and it is bona fide their intention to carry on the business mentioned in said agreement, and I verily believe each party to said agreement has paid the full amount of stock subscribed for by him in the manner set forth in said articles of incorporation.

Stanley B. Milner

Seal.

Subscribed and sworn to before me this 3rd day of September A. D. 1900.

Wm. H. Bramel,

Notary Public.

Salt Lake County, Utah.

My commission expires March 24, 1901.

State of Idaho,
County of Canyon.

ss.

J.H.Lowell being duly sworn on his oath says: I am one of the incorporators named in and who subscribed the foregoing articles of incorporation of the TWIN FALLS LAND AND WATER COMPANY; that the parties to said agreement have commenced and it is bona fide their intention to carry on the business mentioned in said agreement, and I verily believe that each party to said agreement has paid the full amount of stock subscribed for by him in the manner set forth in said articles of incorporation.

J.H.Lowell

Seal.

Subscribed and sworn to before me this 25th day of September,
A.D.1900.

John C.Rice, Notary Public

Canyon County, Idaho

My commission expires Feb.16,1903.

State of Idaho,
County of Canyon.

ss.

A.K.Steunenberg being duly sworn on his oath says: I am one of the incorporators named in and who subscribed the foregoing articles of incorporation of the TWIN FALLS LAND AND WATER COMPANY; that the parties to said agreement have commenced and it is bona fide their intention to carry on the business mentioned in said agreement, and I verily believe each party to said agreement has paid the full amount of stock subscribed for by him in the manner set forth in said articles of incorporation.

A.K.Steunenberg

Seal.

Subscribed and sworn to before me this 16th day of September,
A.D.1900.

John C.Rice, Notary Public.

Canyon County, Idaho.

My Commission expires
Feb.16,1905.

State of Utah,
ss.

County of Salt Lake.

On the 3rd day of September, A.D. one thousand nine hundred, personally appeared before me, Stanley B. Milner, one of the signers of the foregoing agreement of incorporation, and one of the signers of the foregoing affidavit, who acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

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

Wm. H. Bramel

Seal.

Notary Public, Salt Lake County, Utah

My commission expires March 24, 1901

State of Idaho,
ss.
County of Lincoln.

On the first day of October, A.D. one thousand nine hundred, personally appeared before me, I. B. Perrine, one of the signers of the foregoing agreement of incorporation, and one of the signers of the foregoing affidavit, who acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

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

Seal. A. C. M. Mahon, County Clerk.

State of Utah,
ss.
County of Salt Lake.

On the 3rd day of September, A.D. One thousand nine hundred, personally appeared before me, Frank Knox

one of the signers of the foregoing agreement of incorporation, and one of the signers of the foregoing affidavit, who acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

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

Wm.H.Bramel, Notary Public.

Seal.

Salt Lake County, Utah.

My commission expires March 24, 1901.

State of Utah,

ss.

County of Salt Lake.

I, David C. Dunbar, County Clerk in and for the County of Salt Lake, State of Utah, do hereby certify that the

TWIN FALLS LAND AND WATER COMPANY

has duly filed in my office the agreement of incorporation, duly acknowledged, together with the oath of the incorporators and oath of office of each officer, as required by Chapter I of Title II, Revised Statutes of Utah.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 5th day of October, 1900.

David C. Dunbar,
County Clerk.

Seal

By Albert J. Seare, Deputy Clerk.
(Revenue Stamp)

State of Utah,

ss.

County of Salt Lake.

I, David C. Dunbar, County Clerk in and for the County of Salt Lake, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the articles and certificate of incorporation and oath and acknowledgment of incorporators of TWIN FALLS LAND AND WATER COMPANY, as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 5th day of October, 1900.

David C. Dunbar,
County Clerk.

Seal

By Albert J. Seare, Deputy Clerk.

(Revenue Stamp)

AMENDMENT OF ARTICLES OF INCORPORATION OF TWIN FALLS LAND & WATER
COMPANY, A CORPORATION UNDER LAWS OF UTAH.

BE IT KNOWN, that on the 27th day of December, 1905, at Salt Lake City, Utah, pursuant to notice duly given, there was held a special meeting of the stockholders of the Twin Falls Land and Water Company, a corporation under the laws of Utah, at which meeting were present in person or by proxy stockholders holding the entire capital stock of the corporation, to-wit 100,000 shares, and that at said meeting the following amendment to the articles of incorporation of said Twin Falls Land and Water Company was duly adopted by the unanimous affirmative vote of all the stockholders so present and represented, voting the entire capital stock of 100,000 shares as aforesaid; the same to be known, filed and recorded as Article XX of the said articles of incorporation, to-wit:

This corporation adopts and ratifies the contract entered into between Buhl-Kimberly Corporation, a corporation organized under the laws of the State of Connecticut, Walter G. Filer of Salt Lake City, Utah, The Trowbridge & Niver Company, a corporation organized under the laws of the State of New Jersey, this corporation, and Stanley B. Milner of Salt Lake City, Utah, at the City of Chicago, State of Illinois, on the 29th day of November, 1905, and makes binding upon this corporation and upon each and all of the officers thereof all the covenants and agreements thereof; and imposes upon each and every of the officers and directors of this corporation the obligation of carrying out said contract in respect to all the covenants, obligations and liabilities of this corporation therein contained or in any manner imposed. And each and every officer and director of this corporation is expressly restrained and forbidden from executing or delivering on behalf of this corporation any mortgage, trust deed, encumbrance or other lien whatsoever whereby or by means of which any of the moneys, contracts,

or securities to be paid, allotted or delivered by this corporation to said Buhl-Kimberly Corporation or Walter G.Filer, or either of them, under the terms of said contract shall or may be in any manner encumbered, diminished or impaired. Provided, nevertheless, the corporation by a majority vote of its stockholders and board of directors shall have the power to borrow money and secure the same by mortgage or deed of trust and pledge of all of its rights, property and franchises, or any portion thereof, both that now owned or which it may hereafter acquire which is not required to be paid, allotted or delivered under the terms or provisions of said contract of Number 29,1905, to said Buhl-Kimberly Corporation or said Walter G.Filer. And the officers and directors of this corporation are further restrained and forbidden from declaring, dividing or paying any dividend of this corporation, either in cash or in specie, and from dividing among the stockholders thereof any part of the capital stock or assets of this corporation prior to the time when said Buhl-Kimberly Corporation and Walter G.Filer shall have been paid in full the sums of money to be paid to them under the terms of said contract aforesaid, or so long as said contract remains in force and unexecuted.

IN WITNESS WHEREOF, and for the purpose of causing the said amendment to be filed and recorded as such according to law, the undersigned, F.H.Buhl, as president, and Martin B.DeLong, as Secretary of said Twin Falls Land & Water Company, have by order of the said stockholders made in said special meeting caused these presents to be signed this 29th day of December, A.D. 1905.

In presence of:

Myrtle Dickinson, Witness,

In presence of:

Fred A.Voigt, Witness.

F.H.Buhl, President Twin Falls
Land and Water Company

Martin B.DeLong, Secretary Twin
Falls Land and Water Company.

State of Utah,

County of Salt Lake. ss.

I, J.U.Eldredge, Jr., County Clerk in and for the County of Salt Lake, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the original amendment to articles of incorporation of Twin Falls Land & Water Company, as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 4th day of Jan. 1906.

J.U.Eldredge, Jr.

County Clerk.

By W.H.Farnsworth,

Deputy Clerk.

Seal.

AMENDMENTS TO ARTICLES OF INCORPORATION OF TWIN FALLS
LAND & WATER COMPANY, A CORPORATION UNDER
THE LAWS OF UTAH.

BE IT KNOWN that on the 10th day of January, A.D.1906,
at Salt Lake City, Utah, pursuant to law, at the regular
annual meeting of the stockholders of the Twin Falls Land
& Water Company, a corporation under the laws of Utah, at
which meeting were present in person or by proxy stockholders
of record holding the entire capital stock of the corporation,
to-wit, 100,000 shares, certain amendments to the Articles
of Incorporation of said Twin Falls Land & Water Company were
duly adopted by the unanimous affirmative vote of all the
stockholders so present and representing, voting the entire
capital stock of 100,000 shares as aforesaid; that said
amendments were as follows, to-wit:

First: The adoption of the following as and for Article
X of the Articles of Incorporation in lieu of the original:

Article X

"To be eligible to any office of this corporation,
excepting that of Secretary of Assistant Secretary, the person
elected must be and remain the owner of at least one share
of the capital stock of the corporation, shown upon the books
of the corporation."

Second. The adoption of the following as and for Article
XVII of the Articles of Incorporation in lieu of the original
Article XVII.

Article XVII

"A majority of the Board of Directors shall be necessary
to form a quorum and shall be authorized to transact the
business and exercise the corporate powers of the corporation,
but the Board may delegate to the General Manager such powers
with respect to the transaction of the business of the cor-
poration, as the majority of the Board may see fit. Meetings
of the Directors for the transaction of corporate business may
be held at such place or places outside of the State of Utah
and at such place or

places within the State of Utah other than its general office, as the Directors or stockholders of the corporation may by resolution or by-laws provide."

IN WITNESS WHEREOF and for the purpose of causing the said amendments to be filed and recorded as such, according to law, the undersigned Walter G. Filer as President and E.B. Critchlow as Secretary of the Twin Falls Land & Water Company, have by order of the said stockholders made in said stockholders meeting, caused these presents to be signed this 12th day of January A.D. 1906.

Signed, Walter G. Filer
President Twin Falls Land & Water
Company

IN PRESENCE OF

James H. Ball
Witness.

E.B. Critchlow
Secretary Twin Falls Land &
Water Company.

IN PRESENCE OF

James H. Ball
Witness

State of Utah
County of Salt Lake. ss

I, J.U.Eldredge, Jr., County Clerk in and for the County of Salt Lake, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the original amendments to articles of incorporation of Twin Falls Land & Water Company, a corporation, as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 12th day of Jan, 1906.

J.U.Eldredge Jr.
County Clerk.

By C.S.Buckwalter,
Deputy Clerk.

Seal.

STATE OF UTAH)
Office of the Secretary of State.) ss.

I, CHARLES S TINGEY, Secretary of State of the State of Utah, do hereby certify that the foregoing is a full, true and correct copy of Certified copy of articles of incorporation of the TWIN FALLS LAND AND WATER COMPANY, filed in this office Oct.5,1900; Of amendment Filed January 5,1906, Of amendment Filed January 12,1906, as appears on file in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah, this 12th day of January, A.D.1906.

C.S.Tingey,
Secretary of State.

Seal.

STATE OF IDAHO,)
COUNTY OF CASSIA.) SS.

This Instrument was filed for record in the Recorder's Office of Cassia County aforesaid on the 2nd day of February, 1906, at 5 o'clock, P. M., by the Twin Falls Land & Water Company.

James J. Haight
Ex-officio Recorder of Cassia County.

STATE OF IDAHO,)
COUNTY OF CASSIA.) SS.

This is to certify that the foregoing is a correct copy as shown by the records and files of my office of the duly certified copy of the Articles of Incorporation of the Twin Falls Land & Water Company, together with certain amendments to said Articles of Incorporation, and that said certified copy containing said amendments was duly filed in my office on the 2nd day of February, 1906, by the said Twin Falls Land & Water Company; and I further certify that I am the legal custodian of the records and files of said office and of said instrument so filed, of which the foregoing is a correct copy.

WITNESS my hand and official seal this 2nd day of February, A. D. 1906.

James J. Haight
Ex-officio Recorder of said Cassia County.