

REC-119  
FEB 3 6 11 PM '99

**ARTICLES OF INCORPORATION  
of  
IDAHO IRRIGATION, INC.**

**ARTICLE I  
NAME**

The name of the Corporation is **IDAHO IRRIGATION, INC.**

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

The Corporation is organized for the following purposes:

Irrigation Services and all lawful business.

**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue 100,000 shares of no-par value common stock, which shall be designated "Common Shares."

## ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any additional stock of the Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VI INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The following initial directors shall serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify:

NAME	ADDRESS
Eric Toney	2485 E. Apricot Drive Meridian, ID 83642
Brandy Toney	2485 E. Apricot Drive Meridian, ID 83642

## ARTICLE VII REGISTERED AGENT, INCORPORATOR and REGISTERED OFFICE

1. The Registered Agent is: Eric Toney
2. The address of the Registered Office is:  
2485 E. Apricot Drive, Meridian, ID 83642
3. The Incorporator is:

Eric Toney

2485 E. Apricot Drive  
Meridian, ID 83642

## **ARTICLE VIII BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.

## **ARTICLE IX LIMITED DIRECTOR LIABILITY**

The personal liability for a director to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director shall be limited to the fullest extent of the law as provided in Idaho Code Section 30-1-54(2).

## **ARTICLE X AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

ARTICLE XI  
AUTHORITY

Each incorporator and director shall have authority to endorse, cash, deposit and negotiate all checks, cash and negotiable instruments on behalf of the Corporation.

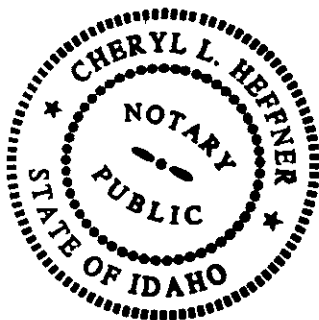
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of February, 1999.


  
Eric Toney

STATE OF IDAHO            )  
  ) ss.  
COUNTY OF ADA         )

BEFORE ME, a Notary Public in and for said county and state, personally appeared Eric Toney, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2 day of February, 1999.



  
Notary Public for Idaho  
Residing at Boise  
My Commission Expires: 12/28/04