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STATE OF IDAHO

*Articles of Incorporation
of
East Linrose Lateral Ditch Co., Inc.*

(A Non-Profit Corporation)

132571

KNOW ALL PERSONS BY THESE PRESENTS, that we, the undersigned, all of whom are citizens and residents of the United States and over the age of twenty-one years do hereby execute and make the following Articles of Incorporation for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Idaho, namely Title 30, Chapter 3 of the Idaho Code, and we do hereby certify:

ARTICLE I: NAME

The name of this corporation shall be EAST LINROSE LATERAL DITCH CO., INC.

ARTICLE II: PURPOSES

The purpose for which this Corporation is organized is to engage in the business as follows:

A. To construct, maintain, and operate rural irrigation systems, and other soil and water management projects for the use and benefit of its members, as well as to purchase or lease such facilities, including any necessary related facilities.

B. To hold, purchase, acquire, lease and convey real and personal property; to borrow money for the use and needs of the Corporation; and to pledge and/or mortgage real, personal and intangible property of said Corporation as security for indebtedness incurred.

C. To levy assessments upon its members for: The acquisition by lease, purchase, or otherwise of lands; the construction, operation, maintenance of equipment and facilities and improvements thereto; the payment of the lawful obligations of the Corporation.

D. To sue and to be sued, complain and defend in any court of law or equity.

E. To have a Corporate Seal which may be altered at pleasure, and to use the same by causing it or a facsimile of it, to be impressed or affixed or reproduced or otherwise.

F. To elect such officers and appoint such agents as the business of the Corporation shall require and to allow such appointment agents suitable compensation.

G. To make Bylaws not inconsistent with the Constitution or laws of the United States, or of this State, for the management of its property; the operation of its business, and the regulation and government of its affairs; and for the execution and transfer of its membership certificates.

H. To do any and all things that may be incident to or conducive of the aforesaid objectives, or any of them, and exercise all other usual and lawful powers of corporate bodies consistent

with the laws of this State, except as herein prohibited or forbidden or restricted by the Bylaws of this Corporation.

I. To do all things and engage in all lawful transactions which a corporation organized under the laws of the State of Idaho might do or engage in, even though not expressly stated herein.

ARTICLE III: DIRECTORS

The affairs of the Corporation are to be managed by the Board of Directors which shall consist of three to eight members. The Board of Directors shall be elected by the voting membership at the annual meeting of the members and shall hold office for three years or until their successors are elected in accordance with the provisions of the Bylaws. The Directors who shall serve until the first annual meeting of the members of this Corporation or until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Carl W. Bingham	1367 South 3200 West Weston, Idaho 83286
Rick J. Sparrow	813 South 2400 West Weston, Idaho 83286
David Sleight	1603 Sun Valley Way Pocatello, Idaho 83201

ARTICLE IV: OFFICERS

The Board of Directors of the Corporation will elect a President, a Vice President, and a Secretary/Treasurer, and such other officers and assistant officers as may be deemed necessary at the first meeting of the Board of Directors after this Corporation

commences to legally exist. The offices of Secretary and Treasurer may be combined. Each officer shall hold office for a term of one year or until his successor is elected and qualified pursuant to the Bylaws.

ARTICLE V: STOCK

Section 1: The Corporation shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof. Membership in the Corporation shall be evidenced by membership certificates issued.

Section 2: The membership of this Corporation shall consist of the incorporators hereof and such other natural persons who shall possess the qualification and duly apply for membership as prescribed in the Bylaws and who shall be approved by the Board of Directors.

Section 3: Membership shall represent the right to share with all other members in the use of the facilities and assets of the Corporation, subject to the provisions of the Bylaws and regulations adopted by the Board of Directors and from time to time duly amend and/or supplemented.

ARTICLE VI: QUALIFICATIONS

Further provisions for the management of this Corporation, the qualifications for membership, the conduct of its affairs, and the powers, duties, and privileges of its directors, officers,

committees, and membership shall be as set forth in the Bylaws and any amendments thereof.

ARTICLE VII: DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the State of Idaho, of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the said Court shall determine, which are organized and operated exclusively for charitable, educational, religious, or scientific purposes.

ARTICLE VIII: ORIGINAL INCORPORATORS

The names and addresses of the original incorporators are as follows:

<u>Name</u>	<u>Address</u>
Carl W. Bingham	1367 South 3200 West Weston, Idaho 83286
Rick J. Sparrow	813 South 2400 West Weston, Idaho 83286

ARTICLE IX: REGISTERED AGENT

The location and post office address of the registered agent of the corporation is Carl W. Bingham, President, 1367 South 3200 West, Weston, Idaho 83286.

ARTICLE X: LIMITATION OF DIRECTOR LIABILITY

The personal liability of a director, to the corporation or its stockholders, for monetary damages for breach of fiduciary duty as a director, is eliminated to the full extent provided for by Idaho Code Section 30-1-54(2).

ARTICLE XI: BY-LAWS

The power to repeal any of the Bylaws and adopt new Bylaws shall rest with the Board of Directors by majority vote of the Directors.

IN WITNESS WHEREOF, The incorporators of East Linrose Lateral Ditch Co., Inc., have executed these Articles of Incorporation this 2nd day of ^{February}~~January~~, 2000.

INCORPORATORS:

Carl W. Bingham
CARL W. BINGHAM

Rick J. Sparrow
RICK J. SPARROW

STATE OF IDAHO)
) ss.
COUNTY OF FRANKLIN)

On this 2nd day of ~~January~~ ^{February} 2000, before me, a Notary Public in and for said State, personally appeared Carl W. Bingham and Rick J. Sparrow, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Bonnie Kay Jensen
NOTARY PUBLIC
Residing at: Preston, Idaho
My Commission Expires: 7-7-2000

