

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

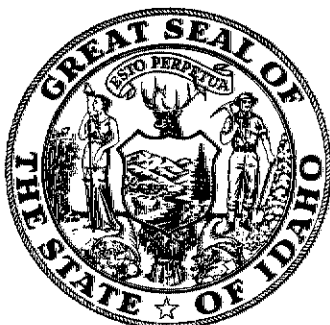
FORT HALL WATER USERS' ASSOCIATION, INC.

File number C 113983

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 FORT HALL WATER USERS' ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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: March 4, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

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SECRETARY OF STATE  
STATE OF IDAHO

## ARTICLES OF INCORPORATION

FOR

**FORT HALL WATER USERS' ASSOCIATION, INC.**

Pursuant to agreement and resolution of the members, the undersigned acting as the incorporators of a nonprofit "corporation", organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles"):

### ARTICLE I. NAME

The name of the Corporation is FORT HALL WATER USERS' ASSOCIATION, INC.

### ARTICLE II. NONPROFIT STATUS

The Corporation is a Nonprofit Corporation.

### ARTICLE III. DURATION

The duration of the Corporation is perpetual.

### ARTICLE IV. PURPOSES

The Corporation is organized and will be operated for these purposes:

1. To represent the interests of the Fort Hall Water Users' Association, Inc., and promote the efficient use and economic development of water resources in the Fort Hall Water Project.
2. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes.

ARTICLES OF INCORPORATION FOR  
FORT HALL WATER USER'S ASSOCIATION - 1

IDAHO SECRETARY OF STATE  
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## **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The location and the physical address of the initial registered office of the corporation and its registered agent is as follows:

Registered Office:           Floyd O. Johnson  
                                      13562 West Tyhee Road  
                                      Pocatello, ID 83202

Registered Agent:           Floyd O. Johnson  
                                      13562 West Tyhee Road  
                                      Pocatello, ID 83202

## **ARTICLE VI. MEMBERS**

The Corporation shall have such class or classes of members who shall have such rights as are provided in the Act and are consistent with the By Laws and the management authority that these Articles grant the Board of Directors.

## **ARTICLE VII. MEMBERSHIP DUES**

Membership dues and assessments may be charged to all members in equal amounts or in different amounts or proportions upon different members and some members may be made exempt from such membership dues and assessments. The members shall vote to fix the amount of membership dues and assessments from time to time, and to make them payable at such times or intervals. A simple majority of the members present at the membership meetings held in regard to membership dues or assessments shall control the dues or assessments made.

## **ARTICLE VIII. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors ("Board"), which shall consist of not less than three individuals, each of whom, at all times, shall be a member, or a duly authorized representative of a member, of the Corporation. The actual number

of Directors may be fixed by the By Laws of the Corporation or by vote from time to time of the Board. Other than the Directors constituting the initial Board, who are designated in these Articles, the Directors shall be elected or appointed by the members in the manner and for the term provided in the By Laws of the Corporation.

The persons constituting the initial Board are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Floyd O. Johnson	13562 West Tyhee Road Pocatello, ID 83202
2.	Arden M. Hansen	12741 N. Hawthorne Road Pocatello, ID 83202
3.	Len S. Brenchley	13226 N. Yellowstone Highway Pocatello, ID 83202
4.	Wendell D. Larsen	Route 2, Box 177 Pocatello, ID 83202
5.	Kim G. Bodily	11696 N. Philbin Road Pocatello, ID 83202

#### **ARTICLE IX. INCORPORATOR**

The name and address of the incorporation is as follows:

Fort Hall Water Users Association, Inc.  
c/o Floyd O. Johnson  
13562 West Tyhee Road  
Pocatello, ID 83202

#### **ARTICLE X. LIMITATIONS**


No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(5) of the Internal Revenue Code of 1986, as amended from time to time.

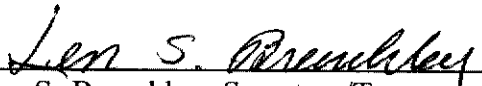
#### **ARTICLE XI. DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation in a manner consistent with the Corporation's purposes to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(5) or Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the District Court of the county in which the principal office of the corporation is located, exclusively for the purposes of such organizations, as such Court shall determine to be consistent with the purposes of the Corporation.

DATED this 29 day of February, 1996.

  
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FLOYD O. JOHNSON, President

ATTEST:

  
Len S. Branchley, Secretary/Treasurer

FJL\Forthall\Articles.inc.