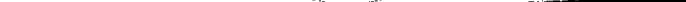


State of Michigan





Department of State.

CERTIFICATE OF INCORPORATION

GEO. H. CURTIS,

I, **GEO. H. CURTIS,** Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

WEST INDIAN COVE WATER COMPANY, INC.

was filed in the office of the Secretary of State on the **sixteenth** day
of **March** **A. D. One Thousand Nine Hundred ~~Thirty~~ Forty** and
duly recorded in Book A- 33 **of Record of Domestic Corporations, of the State of Idaho,**
and that the said articles contain the statement of facts required by Section 29-103, Idaho Code,
Annotated.

*I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for fifty*

years from the date hereof, with its registered office in this State located at
Indian Cove in the County of Owyhee.

THE LAND OF THE COUNTRY

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed

the Great Seal of the State. Done at Boise City,
the 18th day of July, A.D. 1863.

the Capital of Idaho, this
of March , in the year of our Lord

one thousand nine hundred **Forty**

and of the Independence of the United States of America the One Hundred and Sixty-Fourth

Secretary of State.

ARTICLES OF INCORPORATION

OF

WEST INDIAN COVE WATER COMPANY, INC.

We, the undersigned, all of whom are residents of Owyhee County, State of Idaho, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the provisions of Chapter 1, Title 29, Idaho Code, Annotated, as amended.

ARTICLE I.

The name of this corporation shall be the West Indian Cove Water Company, Inc.

ARTICLE II.

The nature of the business of the corporation and the objects and purposes for which, or for any of which, this corporation is formed are:

- a. To associate its members together for their mutual benefit and to further the rehabilitation of said members, and to that end to construct, maintain and operate an irrigation water and canal system to carry and distribute water for irrigation purposes to its members, and to engage in any activity related thereto, such as the digging and construction of canals and distribution ditches, the installation of a pumping unit and pipe lines and every activity necessary for the construction, maintenance and operation of an irrigation water system.
- b. To borrow from the Farm Security Administration, or any federal or state agency, or from any other source, money, goods or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefor in any manner permitted by law.
- c. To act as the agent or representative of any member in any of the above-mentioned activities.
- d. To acquire, and to hold, own and exercise all rights of ownership in and to sell, transfer or pledge shares of capital stock or bonds, or become a member or a stockholder of any corporation or association engaged in any related activities.
- e. To buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or incidental thereto.
- f. To establish reserves and to invest the funds thereof in stock, bonds and other property as the board of directors may deem satisfactory.
- g. To levy assessments in such manner and in such amount as may be provided in the By-Laws of this corporation.
- h. To have and exercise all powers, privileges and rights conferred on corporations by the laws of the State of Idaho and all powers and rights incidental in carrying out the purposes for which this corporation is formed, except such as are inconsistent with the express provisions of the act under which this corporation is incorporated.
- i. The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Idaho, all of which are hereby expressly claimed.

ARTICLE III.

The place where the principal business of the corporation is to be transacted is Indian Cove, County of Owyhee, State of Idaho, but the corporation may maintain offices and places of business at such other places within the State of Idaho as the board of directors may determine.

ARTICLE IV.

The period of existence of this corporation shall be fifty (50) years.

Article V.

The private property of the members shall not be subject to payment of corporation debts to any extent whatsoever.

ARTICLE VI.

Section 1. The authorized capital stock of the corporation shall consist of Six thousand and 00 (\$6,000.00) Dollars, divided into Five hundred (500) shares of the par value of Twelve and 00 (\$12.00) per share, and said shares shall all be of one class.

Section 2. Only such persons as are bona fide occupants, whether owner or lessee, of farmsteads to which water can be carried and distributed by the irrigation water and canal system constructed, maintained and operated by the corporation may acquire or own stock or shall have any voice in the management of the affairs of the corporation and no purported assignment or transfer of stock in the corporation shall pass to any person not eligible under the foregoing to hold the same, any rights or privileges on account of stock, or in the management or control of the corporation; provided that no person otherwise eligible shall be permitted to acquire any stock if the capacity of the system of the corporation is insufficient to permit the carrying and distributing of water in excess of the amount carried and distributed to its existing stockholders.

Section 3. Each holder of stock shall be entitled to one vote only, regardless of the number of shares held. There shall be no voting by proxy.

Section 4. The levying of assessments against the capital stock shall be fixed by the By-Laws of the corporation.

Section 5. This corporation is organized on a non-profit basis for the mutual benefits and rehabilitation of its members and consequently will not have profits from which to pay dividends on its capital stock. After all expenses of the corporation have been paid and reasonable reserves, as determined by the board of directors, have been set aside, the remainder of the earnings of the corporation must be distributed to the patrons as dividends on a patronage basis, as may be provided in the By-Laws.

Article VII.

The number of directors shall be five and the names and addresses of those who are to serve as incorporating directors for the first term and until their successors are elected and qualified are:

<u>NAMES.</u>	<u>NO.</u>	<u>SHARES</u>	<u>ADDRESS.</u>
Paul W. Miller	30		Hammett, Idaho
Barbara Miller	10		" "
Tim L. Shank	30		" "
Alta M. Hooley	120		" "
Hannah E. Hiltz	10		" "

IN WITNESS WHEREOF, we the incorporators, and named herein as the first board of directors, have set our hands and seals this 12th day of March, 1940

Paul W. Miller (SEAL)
Barbara Miller (SEAL)
Tim L. Shank (SEAL)
Alta M. Hooley (SEAL)
Hannah E. Hiltz (SEAL)

STATE OF IDAHO
Elmore ss.
COUNTY OF ~~ONIDA~~

BE IT REMEMBERED, that on this 13 day of March, 1940, personally appeared before me, a Notary Public in and for the State of Idaho, all of the parties to the foregoing Articles of Incorporation, known to me personally to be such and severally acknowledged said Articles of Incorporation to be the act and deed of the signers, respectively and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

Geo. E. Robertson
Notary Public in and for the
State of Idaho
My Commission expires: Feb 14 1944