

*Northwest
Pipeline
Art. of Inc.
By Laws*

ARTICLES OF INCORPORATION

of

NORTHWEST FOX CREEK CANAL IRRIGATION
COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of legal age, have this day voluntarily associated ourselves together for the purpose of forming a ~~mutual~~, mutual canal and irrigation corporation under the laws of the State of Idaho; and

WE HEREBY CERTIFY:

FIRST

The name of this corporation is NORTHWEST FOX CREEK SPRINKLE IRRIGATION CO. INC.

SECOND

This corporation is not formed for profit, but as a mutual canal and irrigation company.

THIRD

That the nature of the business and the objects and purposes for which this corporation is formed are:

1. To own, acquire, lease, hold, manage, control, operate and maintain an irrigation pipeline system for the purpose of more efficiently conducting any water owned or to be acquired by the corporation and/or the stockholders of this corporation, and particularly the water owned by the stockholders of this corporation, and particularly the water owned by the stockholders hereof as stockholders in the Fox Creek Canal Company, from a point or points of delivery to be established and more particularly from a point or points of delivery on the Fox Creek Canal Company system into a main pipeline and by gravity flow through said main pipeline to points of delivery into lateral pipelines provided by the stockholders hereof.

2. To own, acquire, hold, manage, control, operate and maintain irrigation systems now existing, or to be constructed

also established in the Particulars of the Laws of Blaine County, Idaho; also for the purposes of acquiring water rights, water permits, water licenses and franchises now owned and held by other individuals or entities; also for the purpose of acquiring in the name of this corporation, water rights, water permits, water licenses and franchises; also for the purpose of carrying water owned by the stockholders hereof to their respective lands, all for the purpose of the irrigation of lands under said irrigation system; to acquire, have, own, maintain and control irrigation wells and water therefrom, and to distribute the same; to fix, charge and collect from its stockholders assessments and maintenance charges based upon the number of shares of stock held by each person, or in proportion to the amount of water used or owned, or by both the said methods, or by assessment upon the capital stock, levied in accordance with the laws of the State of Idaho, or by such other method as may be prescribed in the By-Laws of said corporation; to construct and own dams and reservoirs, and to construct, drill, operate and maintain wells for irrigation pumps, power lines, canals, ditches, and any and all other diversion works for the development and diversion of water for irrigation and domestic purposes, and generally to do any and all things necessary or proper to be done in conducting the business of supplying its stockholders with water or carrying water for its stockholders for irrigation and domestic use, and other useful and beneficial purposes.

3. To take, own, hold, deal in, mortgage, lease, sell, exchange, transfer or in any manner dispose of real property, lease holds and any other interests, estates and rights in real property, to purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, lease, sell, assign, exchange, transfer, and in any manner dispose of, to deal and trade in and with any and every class of personal property and/or mixed property, and any franchises, water rights, water permits, water licenses, or privileges necessary, convenient or appropriate for any of the purposes

herein expressed.

4. To borrow money and to make and issue notes, bonds debentures, obligations and evidences of indebtedness of all kinds, when secured by mortgage, pledge or otherwise, without limit as to amount, and to secure same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and nature.

5. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or other individuals, and to do every act, or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided the same be not inconsistent with the laws under which this corporation is organized.

FOURTH

The existence of this corporation is to be perpetual.

FIFTH

The place where the principal business of this corporation is to be transacted shall be at Driggs, County of Teton, State of Idaho.

SIXTH

The total number of shares which may be issued by the corporation is 544.4 representing one share for each acre of land within the corporation's system, all of which stock is for no nominal or par value. The ownership of said stock shall be limited and shall be held and transferred as provided for in the By-Laws. The land to be included within the corporation's system shall be specified also in the By-Laws. At all meetings of the Stockholders, each stockholder may vote by written proxy.

SEVENTH

The total number of shares of the capital stock of this corporation which have been actually subscribed and paid for is

the sum of \$26,300.00 and following are the names of the persons or entities, their mailing addresses and the number of shares each has subscribed for, to-wit:

Jack Rasmussen	Victor, Idaho	149.6 shares
Dwight C. Stone	Victor, Idaho	82.8 shares
Merle and Duane Kunz	Victor, Idaho	79.3 shares
Lyle Kay	Victor, Idaho	79.5 shares
Donald Beard	Victor, Idaho	153.2 shares

Each of the above named persons is also an incorporator hereof, and each one is advised and knows of the general plans of the corporation, and particularly consents that the corporation will immediately borrow from the United States of America, Farmers Home Administration enough money to acquire and install the pipeline system and said loan, together with the ordinary expenses of maintenance and operation of the system shall be paid by assessments upon the capital stock of the corporation, to be levied and collected in a manner provided for in the By-Laws of this corporation.

EIGHTH

The management of this corporation shall be vested in a board of not less than three (3) nor more than seven (7) directors, as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the stockholders, to be held at the general office of this corporation in the said City of Driggs, Idaho, on the first Monday of March, 2 o'clock P.M. in each year, and until the first election of directors to be held within three (3) months of the filing of these Articles, the directors of said corporation shall be Merle Kunz, President and Director; Lyle Kay, Vice-President and Director; Dwight C. Stone Secretary-Treasurer and Director; and Jack Rasmussen and Donald Beard Directors.

IN WITNESS WHEREOF, We, the incorporators have hereunto set our hands and seals this 23rd day of August, 1968.

Jack Rasmussen

Donald Beard

Merle Kunz

Lyle Kay

Dwight C. Stone

Jack Rasmussen



ARTICLES OF INCORPORATION (General Business)

To the Secretary of State of the State of Idaho

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation:

Article 1: The name of the corporation shall be: Northwest Fox Creek Sprinkler Irrigation Co.,

Inc.

Article 2: The number of shares the corporation is authorized to issue 544,40

is:

Article 3: The street address of the registered office is: 494 S. 50th West, Victor, Id. 83455

_____ and the registered agent at such address is: Dawn Stone, Sec.

Article 4: The name and address of the incorporator are: Northwest Fox Creek Sprinkler

Irrigation Co., Inc. at 494 S. 50th West, Victor, Id. 83455

% Berkeley Stone, President

Article 5: The mailing address of the corporation shall be: 494 S. 50th West, Victor, Id. 83455

Optional articles:

Signature of an incorporator:

Berkeley Stone

Customer Acct #:

(If using pre-paid account)

SECRETARY OF STATE ONLY

Revised 7/98

g:\options\st\ARTS.ppt

99 MAR 18 AM 9:05
SECRETARY OF STATE
STATE OF IDAHO