

RECEIVED

JUN 10 2009

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

DEPARTMENT OF
WATER RESOURCES

Please print or type. Attach pages with additional information. Instructions are included at the end of this form. Incomplete forms will be returned.

- Please list the water right number(s) and/or adjudication claim number(s) (if any) for each water right to be changed. List just the adjudication claim number if there is no corresponding water right record on file with the department. Indicate, by checking in the space provided (under the "split" heading), if the change in ownership is limited to a portion of a water right in which case IDWR will produce new water right number(s) for the split(s).

Water Right No(s)	Adjudication Claim No(s)	Split(s)	Water Right No(s)	Adjudication Claim No(s)	Split(s)
PD 63-32202					
PD 63-32001					
PD 63-32002					

- The following **REQUIRED** information must be submitted with this form:

- The appropriate **FILING FEE**. See instructions for fee amounts.
 - A copy of the most recent **DEED, TITLE POLICY, CONTRACT OF SALE** or other legal document indicating your ownership of the property and water right(s) or claim(s) in question, **WITH ATTACHED LEGAL DESCRIPTION**.
 - Either of the following (if necessary to clarify division of water rights or other complex property descriptions):
PLAT OF PROPERTY or **SURVEY MAP** clearly showing the location of the point(s) of diversion and place of use of your water right(s) and/or adjudication claim(s) (these are on file with the county Planning and Zoning or Recorder's Office).
- OR**
- If your water right(s) and/or adjudication claim(s) is for ten or more acres of irrigation, you must submit a USDA Farm Service Agency or equivalent **AERIAL PHOTO** with the irrigated acres outlined and point(s) of diversion clearly marked. The **AERIAL PHOTO** should be submitted in place of the **PLAT OF PROPERTY** or **SURVEY MAP**.

3. Name and Address of Former Owner/Claimant(s) Nagel Beverage Co.
8925 Birch Lane
Nampa, ID 83687

4. New Owner/Claimant(s) Pepsi Bottling Ventures of Idaho, Inc.
Name Connector (Check one): [] and, [] or, [] and/or
New Mailing Address 8925 Birch Lane
City, State and ZIP Code Nampa, ID 83687

New Telephone Number (208) 478-1250 Email: Ted.Comstock@PBVLLC.com

SUPPORT DATA

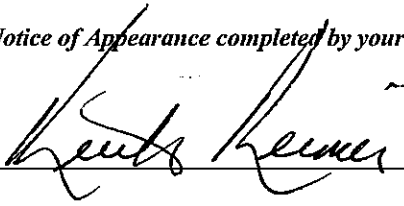
IN FILE # 63-32001

5. Date you acquired the property February 26, 2009 (name change filed March 3, 2009)

6. If the change in ownership affects the entire water right for each water right or adjudication claim number listed in line 1, then skip this line and go to line 7. If the change in ownership divides the water right(s) among multiple owners, you must describe, in detail, your portion of each water right after the change. Fill in the appropriate spaces in the box(es) below to describe your water right(s) after the change (you may copy this page, if necessary). If your quantity of water is greater than a proportionate split, you must attach documentation to show justification for a larger amount. If you are not sure how to identify your portion of the original water right or adjudication claim records, please contact the nearest IDWR office for assistance.

DESCRIPTION OF YOUR PORTION OF WATER RIGHT (If the right will not be split, skip this area and proceed to line 7)		
Water Use	Diversion Rate or Volume (cubic feet per second or acre-feet per annum)	Description (acres, number and type of stock, homes, etc)
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		

For Snake River Basin Adjudication Claims: Please attach a Notice of Appearance completed by your attorney, if you wish IDWR to correspond with him/her for all matters related to your claims.

7. Signature(s) of New Owner(s) or Claimant(s)  President
(title if applicable)
(title if applicable)

IT IS IMPORTANT TO FILE THIS COMPLETED FORM AT THE APPROPRIATE IDWR OFFICE, WITH PAYMENT OF THE FILING FEE AND THE OWNERSHIP DOCUMENT(S), AS REFERRED TO IN LINE 2.

For IDWR Office Use Only:

Received by SRF Date 6-10-2009
Processed by AJ Date

Receipt Amt. \$75-
Receipt No. 088804
WR Date



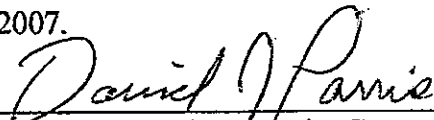
107025460

DEED TO A WATER RIGHT

FOR VALUABLE CONSIDERATION, the receipt and sufficiency whereof are hereby acknowledged, David J. Parrie, Grantor, does hereby grant and convey unto Nagel Beverage Company, Inc., an Idaho Corporation, a water right for 0.12 cfs of ground water, with a priority date of May 9, 1977, being evidenced by the Snake River Basin Adjudication Director's Recommendation of Water Right No. 63-32202 (a copy of which is attached hereto).

TO HAVE AND TO HOLD, all and singular the above mentioned and described property together with the appurtenances unto Nagel Beverage Company, Inc., and to their successors and assigns forever.

----- IN WITNESS WHEREOF, the name of David J. Parrie has been hereunto subscribed -----
this 20 day of February, 2007.



David J. Parrie, Grantor

STATE OF IDAHO)
) ss.
County of Ada)

On this 20 day of February, 2007, before me, the undersigned, a notary public in and for said state, personally appeared David J. Parrie, known or identified to me to be the individual who executed the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.





Notary Public for Idaho
Residing at BOISE, Idaho
My Commission Expires 1/10/13

DEED TO A WATER RIGHT

QUITCLAIM DEED

GRANTOR, IDAHO YOUTHRANCH NAGEL CENTER, LLC, an Idaho Limited Liability Company, for a good and valuable consideration, the receipt whereof is hereby acknowledged, does hereby REMISE, RELEASE and forever QUITCLAIM, unto Nagel Beverage Company, Inc., an Idaho Corporation, as GRANTEE, and to Grantee's successors, heirs and assigns, forever, all of its interest in water right no. 63-32001 situated in the County of Ada, State of Idaho, and further described as follows:

The entirety of Idaho Water Right No. 63-32001 appurtenant to the following property:

Lots 1 and 4 in Block 28 of Scotts Third Subdivision, according to the plat thereof, filed in Book 2 of Plats at Page 58, records of Ada County, Idaho.

AND

The East one-half of the vacated alley running North and South through said Block 28 vacated by an Order Vacating Streets recorded September 13, 1957 in Book 34 of Miscellaneous Records at Pages 518 and 519, records of Ada County, Idaho

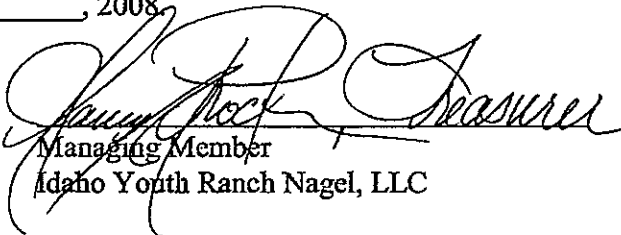
AND

The Westerly 622 feet of the unopened and unused alley between Lots 1 and 4 of Block 28 of Scots Third Subdivision as said alley was officially platted and dedicated pursuant to the official plat of said Scotts Third Subdivision on file in the office of the Recorder of Ada County, Idaho, vacated by Ordinance No. 3261 recorded January 18, 1972 as Instrument No. 794215, records of Ada County, Idaho.

EXCEPTING THEREFROM

The East 5 feet of Lots 1 and 4 in Block 28 of Scotts Third Subdivision, according to the plat thereof, filed in Book 2 of Plats at Page 58, records of Ada County, Idaho.

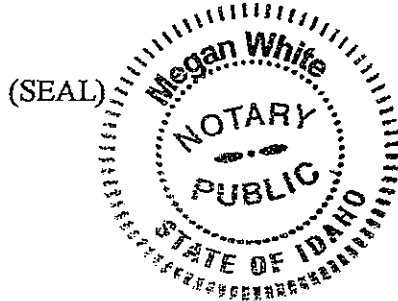
IN WITNESS WHEREOF, the GRANTOR has hereunto set its hand this 21 day of September, 2008.


Managing Member
Idaho Youth Ranch Nagel, LLC

STATE OF IDAHO)
) ss.
County of ADA)

On this 21st day of November, 2008, before me, the undersigned, a Notary Public in and for said State, personally appeared Nancy Proctor known or proven to me to be the managing member of Idaho Youth Ranch Nagel, LLC, and whose name is subscribed to the foregoing instrument, and acknowledged to me that Idaho Youth Ranch Nagel, LLC executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Megan White
Notary Public for Idaho
Residence: 1480 Del Rio, Wtn. Home Id. 83647
My commission expires: 10/15/2011

IN THE DISTRICT COURT OF THE FIFTH JUDICIAL DISTRICT OF THE
STATE OF IDAHO, IN AND FOR THE COUNTY OF TWIN FALLS

In Re SRBA)
Case No. 39576)
PARTIAL DECREE PURSUANT TO
I.R.C.P. 54(b) FOR
Water Right 63-32001

NAME AND ADDRESS: NAGEL BEVERAGE COMPANY
5465 W IRVING ST
BOISE, ID 83706

SOURCE: GROUND WATER

QUANTITY: 0.38 CFS
32.50 AFY

PRIORITY DATE: 07/27/1972

POINT OF DIVERSION: T03N R02E S08 SWNW Within Ada County

PURPOSE AND PERIOD OF USE:	PURPOSE OF USE	PERIOD OF USE	QUANTITY
	Industrial	01-01 TO 12-31	0.38 CFS 32.50 AFY

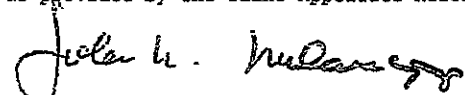
PLACE OF USE: Industrial Within Ada County
T03N R02E S08 SWNW

OTHER PROVISIONS NECESSARY FOR DEFINITION OR ADMINISTRATION OF THIS WATER RIGHT:

THIS PARTIAL DECREE IS SUBJECT TO SUCH GENERAL PROVISIONS
NECESSARY FOR THE DEFINITION OF THE RIGHTS OR FOR THE EFFICIENT
ADMINISTRATION OF THE WATER RIGHTS AS MAY BE ULTIMATELY
DETERMINED BY THE COURT AT A POINT IN TIME NO LATER THAN THE
ENTRY OF A FINAL UNIFIED DECREE. I.C. SECTION 42-1412(6).

RULE 54(b) CERTIFICATE

With respect to the issues determined by the above judgment or order, it is hereby CERTIFIED, in accordance with Rule 54(b), I.R.C.P., that the court has determined that there is no just reason for delay of the entry of a final judgment and that the court has and does hereby direct that the above judgment or order shall be a final judgment upon which execution may issue and an appeal may be taken as provided by the Idaho Appellate Rules.



John M. Melanson
Presiding Judge of the
Snake River Basin Adjudication

FILED EFFECTIVE

09 MAR -3 AM 10:55

SECRETARY OF STATE
STATE OF IDAHO

NAGEL BEVERAGE CO.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

The undersigned, Keith Reimer, certifies that he is the President of Nagel Beverage Co., an Idaho corporation (the "Corporation"), and further certifies that:

1. By action taken by the Board of Directors of the Corporation by unanimous written consent effective February 25, 2009, the amendment and restatement set forth below to the Corporation's Articles of Incorporation was approved and duly adopted by the Board of Directors of the Corporation.

2. By action taken by the shareholders of the Corporation by unanimous written consent effective February 25, 2009, the amendment and restatement set forth below to the Corporation's Articles of Incorporation was approved and duly adopted by the shareholders of the Corporation.

3. The Articles of Incorporation of Nagel Beverage Co. are hereby amended and restated in their entirety in accordance with Sections 30-1-1003 and 30-1-1007 of the Idaho Business Corporation Act (the "Act") to read as follows:

Article 1

NAME OF THE CORPORATION

The name of the Corporation is Pepsi Bottling Ventures of Idaho, Inc.

Article 2

PURPOSES OF THE CORPORATION

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

Article 3

SHARES

3.1 **Stock.** The aggregate number of shares the Corporation is authorized to issue shall be one million (1,000,000) shares of voting common stock, with a par value of one dollar (\$1.00) per share.

3.2 **Treasury Shares.** Unless a resolution of the Board of Directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

3.3 **Preemptive Rights.** Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

3.4 **Voting.** Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and

IDAHO SECRETARY OF STATE
03/03/2009 05:00
CK: 94900 CT: 20160 BH: 1159441
1 @ 38.00 = 38.00 AMEND PROF # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C41837

other corporate purposes. Shareholders of the Corporation shall not have the right to cumulate their votes for Board of Directors.

Article 4 REGISTERED OFFICE AND AGENT

The mailing address of the registered office of the Corporation is P.O. Box 1368, Boise, Idaho 83701. The street address of the registered office of the Corporation is 1111 W. Jefferson #530, Boise, Idaho 83702. The name of the registered agent at such address is CT Corporation System.

Article 5 BOARD OF DIRECTORS

The number of directors constituting the board of directors of the Corporation will be no less than two (2) and no greater than six (6). Until changed as provided in the Corporation's Amended and Restated Bylaws, the number of directors who constitute the Board of Directors is four (4).

Article 6 LIMITATION OF LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

Article 7 INDEMNIFICATION

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

[signature page follows]

[signature page to Amended and Restated Articles of Incorporation of Nagel Beverage Co.]

**Article 8
EXECUTION**

The undersigned has executed these Amended and Restated Articles of Incorporation on the 25th day of February, 2009.

By: _____

Keith Reimer
Keith Reimer, President