

4" BLOW OFF

EXISTING STILLWAY

TO
OSBURN

EXISTING SCREENS

100 SLOT JOHNSON SCREEN
10" DIA. X 10' LONG

McFARREN
GULCH CREEK

10" STEEL

5' X 8' X 6" CUT OFF W/ RAIL

"AS BUILT"

IDAHO WATER COMPANY

SCALE: 1"=6'

APPROVED BY:

DRAWN BY: DFF

DATE: 7-8-70

REVISED:

McFARREN GULCH DAM IMPROVEMENT
INFILTRATION SYSTEM

OSBURN, IDAHO

DRAWING NO.

0-9-70

94 4007

THIS INDENTURE, made this 14th day of February, A. D. 1940, between the AMERICAN SILVER MINING COMPANY, a corporation duly organized and existing under the laws of the State of Idaho, the party of the first part, hereinafter referred to as the GRANTOR, and the OSBORN UTILITIES CORPORATION, a corporation duly organized and existing under the laws of the State of Idaho, and having its registered office and principal place of business in Wallace, Shoshone County, Idaho, and HARRY L. DAY, ELEANOR DAY BOYCE, BLANCHE DAY ELLIS and JEROME J. DAY, the parties of the second part, hereinafter referred to as the GRANTEES,

WITNESSETH: That whereas the Grantor is the owner of the Buckeye and Blue Jay and other unpatented lode mining claims on McFarren Creek in Evolution Mining District, Shoshone County, Idaho; and

WHEREAS, the Osborn Utilities Corporation is a public service corporation under the laws of the State of Idaho, organized in April, 1927 in conformity with the order of the Public Utilities Commission of the State of Idaho for the purpose of furnishing water for domestic purposes to the citizens of Osborn Townsite, Idaho, and,

WHEREAS, by various mesne conveyances said Grantees acquired in the following proportion: Osborn Utilities Corporation, 50%; Eleanor Day Boyce, 40 5/8%; Harry L. Day, 3 1/8%; Jerome J. Day, 3 1/8%; Blanche Day Ellis, 3 1/8%; of the waters of McFarren Creek in Evolution Mining District, Shoshone County, Idaho, appropriated and diverted under a notice of appropriation by S. V. Wm. Osborn on March 29, 1886; which notice of appropriation was duly recorded on March 30th, 1886 in Book "H" of Miscellaneous Records at page 90 thereof of the records of Shoshone County, Idaho, to enable said Osborn Utilities Corporation to furnish water for domestic purposes to the residents of Osborn Townsite as required by the order of said Public Utilities Commission of the State of Idaho; and,

WHEREAS, various mining companies are developing and operating mines and mining property on McFarren Creek in Evolution Mining District, Shoshone County, Idaho, located above the point of diversion of the waters of McFarren Creek under said notice of appropriation by S. V. Wm. Osborn, recorded in Book "H" of Miscellaneous Records at page 90 of the records of Shoshone County, Idaho, and the waters so appropriated are now used in part by the residents of Osborn Townsite, Idaho, for domestic purposes; and,

WHEREAS, the parties to this agreement feel that owing to the expanding operations of the mining companies so located and operating above the present intake of said water right on said McFarren Creek, sooner or later it will be inevitable that the waters of McFarren Creek, owned in part by said Osborn Utilities Corporation, will be contaminated and may become dangerous to the health of the residents of Osborn Townsite; and,

WHEREAS, the parties hereto desire to avoid such a calamity rather than to remedy conditions after the injury has been done; and,

WHEREAS, the Grantees are desirous of diverting the water of McFarren Creek so appropriated by S. V. Wm. Osborn on March 29, 1886, at a point above the camp of the Grantors and other mining companies now developing their properties or operating the same and located on McFarren Creek; and,

WHEREAS, the Grantor has agreed in consideration of the sum of ONE DOLLAR (\$1.00), paid by the Grantees to said Grantor, the receipt of which is hereby acknowledged by said Grantor, to grant to said Grantees a perpetual easement on its said Buckeye Lode Mining Claim, for the purpose of erecting and perpetually maintaining a diversion dam diverting the waters of McFarren Creek appropriated by S. V. Wm. Osborn under said notice of appropriation dated March 29, 1886, and constructing and maintaining a pipeline from said point of diversion over and across said Buckeye and Blue Jay Lode Mining Claims to the sideline of the Emma Lode belonging to the Coeur d'Alene Mines Corporation, and to repair, construct or reconstruct from time to time said pipeline.

NOW, THEREFORE, this indenture WITNESSETH:

That in consideration of said sum of One Dollar (\$1.00) paid by the Grantees to the Grantor, the Grantor hereby grants to the Grantees, their successors and assigns, full and free right and authority to erect and perpetually maintain a diversion dam across the East Fork of McFarren Creek at a point whence the Northeast corner of Sec. 24, Twp. 48 N. R. 3 E. B. M. bears North 44° no minutes east 3262 ft. and Corner No. 2 of the Mineral Point Lode Mining Claim, Min. Sur. #883, bears North 81° 58' 30" East 2759 ft., and to divert the waters of Mc Farren Creek appropriated by S. V. Wm. Osborn under Certificate of Appropriation dated March 29, 1886, and to carry the water so diverted and the water diverted from the West Fork of McFarren Creek, by means of an underground pipeline over and across the Buckeye and Blue Jay Lode Mining Claims, the property of the Grantors, to the Southerly sideline of the Emma Lode belonging to the Coeur d'Alene Mines Corporation; to construct, maintain and reconstruct said pipeline whenever it becomes necessary.

IN WITNESS WHEREOF the Grantor, by resolution of its Board of Directors, has caused these presents to be subscribed by its President and Secretary and its corporate name and seal to be hereunto affixed the day and year first above written.

ATTEST:

L. B. Conrad, Secretary.
(CORPORATE SEAL)
U. S. I. R. STAMP 50¢
affixed and cancelled

AMERICAN SILVER MINING COMPANY
By E. W. Conrad Jr., President

STATE OF WASHINGTON, County of Spokane) ss.

On this 14th day of February, A. D. 1940, before me, Harve H. Phipps, a Notary Public in and for the State of Washington, personally appeared E. W. Conrad, Jr., and L. B. Conrad, personally known to me to be the President and Secretary, respectively, of the American Silver Mining Co., the corporation that executed the within instrument and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in the City and County of Spokane, Washington, on this the day and year in this certificate first above written.

(NOTARIAL SEAL)

Harve H. Phipps
Notary Public in and for the State of
Washington, residing at Spokane,
Washington.
My commission expires April 29th, 1941.

RECORDED AT REQUEST OF John H. Wourms Feb 20, 1940 at 11 o'clock A. M.

94 4007

Recorded in Book 72 of Deeds at
Page 350, Records of Shoshone
County, Idaho. Exhibit "3"

HARRY A. ROGERS, COUNTY RECORDER
BY *James H. Mayne* DEPUTY.

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

IN THE MATTER OF THE APPLICATION)
OF IDAHO WATER COMPANY FOR A)
CERTIFICATE OF PUBLIC CONVENIENCE)
AND NECESSITY IN OSBURN, SHOSHONE)
COUNTY, IDAHO.)

CASE NO. U-1043-12

AMENDED CERTIFICATE NO. 181

IT IS HEREBY CERTIFIED that the present and future public convenience and necessity require and will require the Idaho Water Company, its successors and assigns, to own, hold, construct or otherwise acquire and to maintain and operate a water system in and supply water to the residents of the Village of Osburn, Shoshone County, Idaho, within the present and future corporate limits thereof as the same now exists or may hereafter be extended, laid out or established, for such purpose to hold, construct or otherwise acquire and to maintain and operate within said area, reservoirs, tanks, wells and other structures, and also to lay, take up, replace, renew, extend, maintain and operate water mains, pipes, conduits, hydrants and appliances and equipment in, under, along and across all streets, avenues, highways, roads and other public places in said area, to exercise all rights and privileges which have been granted unto said Idaho Water Company, its successors and assigns, by any franchise or permit conferred or hereafter conferred upon said Idaho Water Company, its successors and assigns, by Shoshone County, Idaho, or by any municipality created out of said and/or contiguous territory, or any part thereof by the State of Idaho or by any political subdivision thereof.

This Amended Certificate is predicated upon and issued pursuant to the Findings and Order of this Commission, the same being Order No. 8679 in Case No. U-1043-11, made and entered on the 21st day of July, 1967.

DATED at Boise, Idaho, this 31st day of August, 1967.

ATTEST:

William B. Smith
Secretary

Raymond L. Hargis
President
Harry L. Hock
Commissioner
Reph. J. Davis
Commissioner

94 4007

Exhibit 10

Identification No. 94-4007 P

Claim No. _____

Map No. _____

**STATE OF IDAHO
DEPARTMENT OF WATER ADMINISTRATION**

CLAIM TO A WATER RIGHT

Established by Diversion and Application to Beneficial Use

Under the provisions of Section 42-225a, Idaho Code, a person may file a claim to a right to use water which has been established by diversion and application to beneficial use. **The filing of this claim does not confirm the water right but will serve for information purposes only.** It may, however, become the basis for future adjudication of the water right by the Court.

(Please refer to the instructions on the back of this form)

1. Name of claimant IDAHO WATER COMPANY
 post office address P. O. Box 7488, Boise, Idaho 83701
~~107 N. Division, P. O. Box 638, Boise, Idaho 83837~~
2. The point of diversion is in SW $\frac{1}{4}$ of NE $\frac{1}{4}$ Section 24 Township 48 N.
 Range 3 E. B.M. located on East Fork of McFarren Creek
(name of source)
 tributary to McFarren in Shoshone County.
3. Dates of priority claimed: list the priority for each separate quantity that you claim. Priority dates should be based upon the earliest diversion of the water which has resulted in continued beneficial use since that time. If there has been an interval of five years or greater when the water was not beneficially used for the same purpose as originally appropriated, the priority that you claim should date from the time that the water was again beneficially applied following the period of non-use.
 - a. Date of priority claimed:
 Original claim in 1886 by S.V. Wm. Osborn amount: 2.5 c.f.s. or _____ acre feet
 _____ amount: _____ c.f.s. or _____ acre feet
 _____ amount: _____ c.f.s. or _____ acre feet
 Total claimed 2.5 c.f.s. or _____ acre feet.
 - b. Explain the purpose for which the water has been used and the time during the year when you have used the right claimed:
 use domestic period of use from Jan. 1 to Dec. 31 (both dates inclusive)
 use _____ period of use from _____ to _____ (both dates inclusive)
 use _____ period of use from _____ to _____ (both dates inclusive)
 use _____ period of use from _____ to _____ (both dates inclusive).
4. Description of diverting works:
 - a. Surface water diversion dam and/or headgate: material is composed of concrete dam
 _____; length is 20 feet; height is 5 feet;
 width at bottom is 3 feet; with at top is 1.75 feet; explain any increase in diversion capacity since structure was first built, giving dates and estimated capacities if known _____

 - b. Underground water diverting works: is well flowing or pumped _____; depth of well is _____ feet; diameter of well is _____ inches; type of pump is _____
 capacity of pump is _____ g.p.m.; name and address of well driller is _____
 _____;

N.A.

b. Do you get water through a ditch owned by several users? NO If yes, give the name of the ditch N.A. The other users and their respective interests in the ditch are (if known) N.A.

6. Where water is used for stock watering, give number of each kind of stock watered N.A.

7. Where water is used for domestic or municipal purposes give number of families served 566
name of town supplied Osburn & surrounding area.

8. Where water is used for other purposes not above enumerated, give the nature of use, the extent of use, and any details regarding the initiation of the right or subsequent later expansion. Be as specific as possible, giving dates and quantities.

9. Remarks: please explain any details of your claim which you feel need clarification or additional explanation

Water use: All water applied for is used for a potable water supply for the city of Osburn and surrounding area. Convey through 4312' of wood pipe under pressure to a pressure filter plant with a capacity of .5 MGD. The filter plant is so constructed to recieve an additional unit to increase the capacity to 1.0 MGD.

Diversion structure: Between 1967 & 1970 the intake was composed of an open 10" pipe protruding into a diversion box seperated from the regular stream flow by a screen 30' x 3' in dimensions with 3/8" screen openings. In 1970 a Johnson screen 10" in diameter and 10' long with #100 slot openings was placed 3' under the stream bed approximately 20' upstream from the face of the diversion structure and is presently being used as an intake. See attached drawing #0-9-70.

State of Idaho

County of Ada

ss.

Be it known that the undersigned, being duly sworn, deposes and says that he, she, they subscribed the foregoing claim to a water right, together with all attached information, and that the matters and facts therein are true to the best of the affiants knowledge.

Sworn to before me this

6th

day of

October

1972

Idaho Water Co
Pat H. Stover
Claimant

Alberta C. Hunt
Notary Public

Residing at

Bow, Idaho

My commission expires

May 9, 1973

For Department Use Only

Received by CR

Date

10-18-72

Exception filed by:

Forwarded to
claimant by:

Date

Prelim. check by D

Date

10-18-72

Fee received by ej

Date

10-18-72

Fee \$ 10.00

Approved for publication by RE

Date

10/20/72

Published in

NORTH IDAHO PRESS

Dates 10-20-72

11-2-72

94 4007

INSTRUCTIONS

Your claim should set forth all necessary information to describe your claimed right. Failure to give enough information may make your claim of little value. Some of the items in the form may not apply to your situation. Please use additional sheets if space provided is not sufficient to fully answer the questions.

Paragraph No.

1. Give full name and post office address of person or company making the claim.
2. Describe the point of diversion by 40-acre subdivision. Give the name of the source, the drainage to which it is tributary if surface water, and the county in which the point of diversion is located. If there is more than one point of diversion, list others in the remarks section.
3. Give the priority dates and the quantities of water that you claim. You should accurately list the dates that you initiated each new use of the water. List separately the dates and amounts of water involved in each enlargement of the diversion. (Example: If you diverted 0.8 c.f.s. of water for irrigation on May 18, 1871, for the first time for use on 40 acres of land, and then later you enlarged the diversion by diverting an additional 0.4 c.f.s. of water to irrigate an additional 20 acres of land on June 1, 1901, your right should be described as follows:

Date of priority claimed:	<u>May 18, 1871</u>	amount:	<u>0.8 c.f.s.</u> or <u> </u> acre feet
	<u>June 1, 1901</u>	amount:	<u>0.4 c.f.s.</u> or <u> </u> acre feet
		Total claimed:	<u>1.2 c.f.s.</u> or <u> </u> acre feet

Since the water was used for irrigation between April 1 and October 31 on that particular farm, part b. would be completed as follows:

use irrigation period of use from April 1 to October 31 (both dates inclusive). If the water had been used for any other purpose, you would have described the priority date, amount, use, and period of use in a similar manner.

4. Describe the diversion works and explain any changes since the right was first initiated.
5. If the water is used for irrigation, give the total acreage and list the lands irrigated by 40-acre subdivisions and complete the other questions.
- 6, 7, & 8. Describe any other uses of water.
9. In the remarks section, give any information or details that you feel are not fully covered or that need clarifying. You might explain your operation, where the water is returned to if for an industrial or non-consumptive right, the condition and temperature of the returned water, and any other information to help explain your claim.

You may wish to include as a part of your claim, affidavits of witnesses who are familiar with your right and who have a personal knowledge of the circumstances which you have described in your claim. You may submit maps, drawings, certified copies of posted notices which may have been filed in the county courthouse, water measurement records, or any other document which you feel will support your claim.

Your claim will be advertised in a county newspaper for two weeks. Exceptions to your claim which dispute the water right that you have described may be received by the Department of Reclamation and you will be provided a copy of such exceptions.

The fee for filing this claim with the Department of Water Administration, Statehouse, Annex 2, Boise, Idaho, 83707, is \$10.00.

STATE OF IDAHO,)
County of Shoshone.) ss.

PROOF OF PUBLICATION

LEGAL NOTICES

NOTICE OF CLAIM TO A WATER RIGHT NO. 94-4007

Notice is hereby given that Idaho Water Company, P.O. Box 7488, Boise, Idaho, has filed a claim to a water right established by diversion and application to beneficial use of 2.5 cubic feet per second of water from East Fork of McFarren Creek with point of diversion in the SW $\frac{1}{4}$ NE $\frac{1}{4}$, Sec. 24, T. 48N, R. 3E, B.M., Shoshone County.

The water is claimed to be used from Jan. 1 to Dec. 31 for domestic purposes for 566 families (Osburn and vicinity) with a priority of 1886; the place of use is within the town of Osburn and vicinity.

Any exception to this claim of water right may be filed with the Idaho Department of Water Administration, 401 Front Avenue, Coeur d'Alene, Idaho 83814.

R. KEITH HIGGINSON
Director

Published in the North Idaho Press, Wallace, Idaho on Oct. 26 and Nov. 2, 1972.

James Hackett, being first duly sworn,
deposes and says:

That he is the Editor of the North Idaho Publishing Company, publishers of the North Idaho Press, a daily newspaper printed and published at Wallace, Shoshone County, State of Idaho, which said newspaper has a general circulation in said county, and has been continuously and uninterruptedly printed and published in said county during a period of twelve (12) consecutive months prior to the 26th day of October A.D., 1972. That the Legal Notice of which a complete and correct copy is herto attached, was first published in said newspaper in its issue dated the 26th day of October A.D., 1972 and published in Two (2) issues of said newspaper, the last publication thereof being in the issue dated the 2nd day of November, A.D., 1972.

James S. Hackett

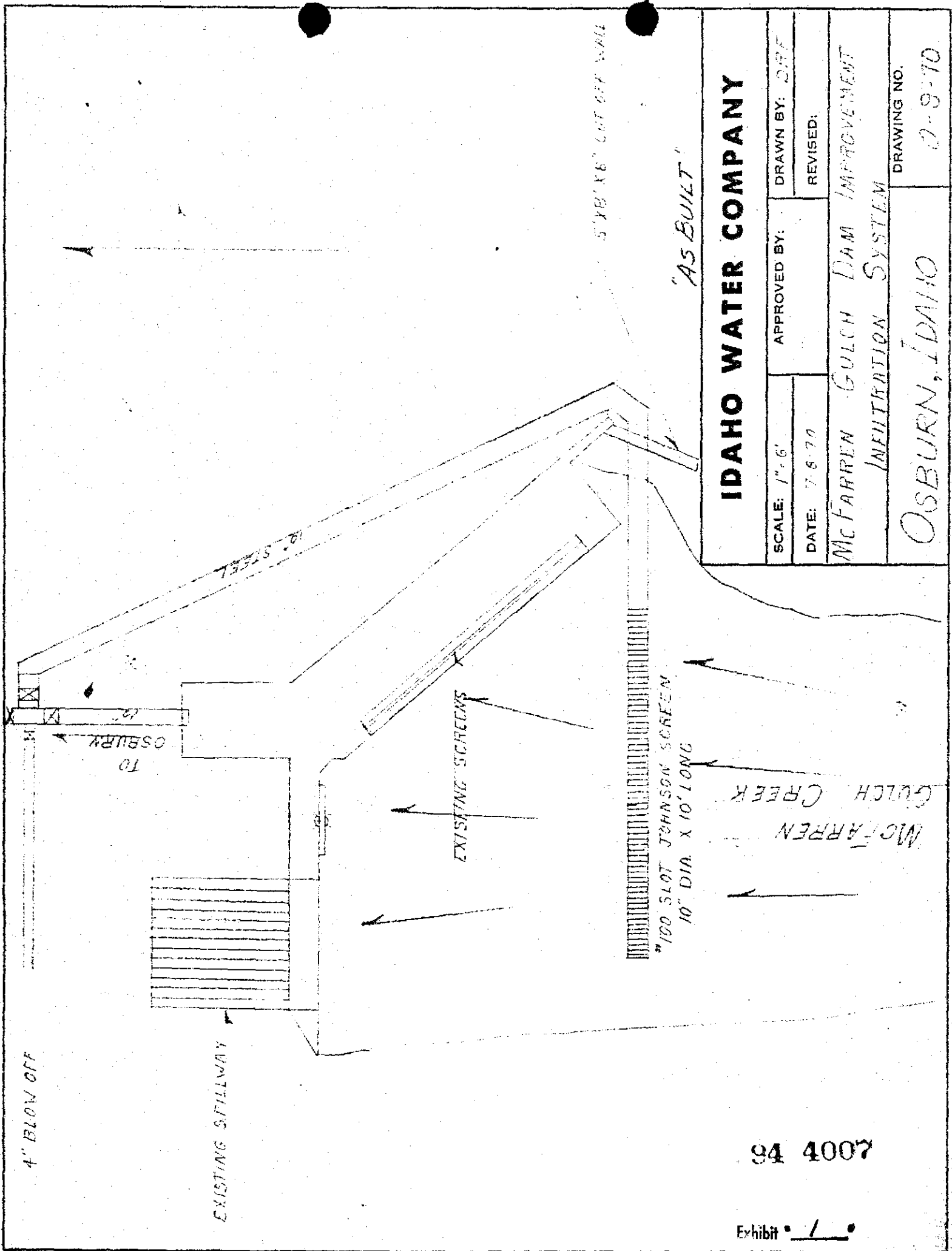
Subscribed and sworn to before me this
13 day of November, A.D., 1972.

Doris G. Penaville

Notary Public for the State of Idaho
residing at Wallace, Idaho

My commission expires September 25, 1973.

94 4007



IDAHO WATER COMPANY

SCALE: 1"=6'	APPROVED BY:	DRAWN BY: DFF
DATE: 7-8-70		REVISED:
McFARREN GULCH DAM IMPROVEMENT		
INFILTRATION SYSTEM		
OSBURN, IDAHO		DRAWING NO. 0-9-70

"AS BUILT"

McFARREN
GULCH CREEK

"100 SLOT JOHNSON SCREEN"
10" DIA. X 10' LONG

EXISTING SCREENS

EXISTING SPILLWAY

TO
OSBURN

4" BLOW OFF

94 4007

Water Right

Notice is hereby given that I the undersigned a citizen of the United States do hereby locate claim and appropriate three hundred (300) inches measured under a four (4) inch pressure of the waters of this McFarren Creek being that certain stream of water which flows from the south and empties into the south fork of the Coeur d'Alene River at what is known as Buck Horn Ranch about two miles above Evolution in Evolution Mining District County of Shoshone and Territory of Idaho said waters to be diverted from said stream at the point of posting this notice at a point on said McFarren Creek about 300 feet south of and above the south line of said Buck Horn Ranch and about one half mile above the confluence of said McFarren Creek with said South Fork said waters to be diverted and conducted from said point of diversion by means of a ditch thirty inches wide on the bottom and forty inches wide on the top and twenty four inches deep extending from said point of diversion in a northeasterly direction to and upon the said Buck Horn Ranch and to the dwelling house thereon said waters to be used upon said ranch for domestic and irrigating purposes Located this 27th day of March 1886

W.W.^m Osburn
Locator

Filed for record March 30th 1886 at 6 PM at request of W.W.^m Osburn
Thos E. W. L. L. L.
County Recorder

Recorded March 30, 1886, in Book H of Miscellaneous Records at Page 90, Records of Shoshone County, Idaho.

THIS INDENTURE, made this 14th day of February, A. D. 1940, between the ALBANY MINING COMPANY, a corporation duly organized and existing under the laws of the State of Idaho, the party of the first part, hereinafter referred to as the GRANTOR, and OSBORN UTILITIES CORPORATION, a corporation duly organized and existing under the laws of the State of Idaho, and having its registered office and principal place of business at Wallace, Shoshone County, Idaho, and HARRY L. DAY, ELEANOR DAY BOYCE, BLANCHE DAY and JEROME J. DAY, the parties of the second part, hereinafter referred to as the GRANTEEES,

WITNESSETH: That whereas the Grantor is the owner of the Buckeye and Blue Jay Lode mining claims on McFarren Creek in Evolution Mining District, Shoshone County, Idaho; and

whereas, the Osborn Utilities Corporation is a public service corporation under the laws of the State of Idaho, organized in April, 1927 in conformity with the order of the Utilities Commission of the State of Idaho for the purpose of furnishing water for the purposes to the citizens of Osborn Townsite, Idaho, and,

by various mesne conveyances said Grantees acquired in the following proportions: Utilities Corporation, 50%; Eleanor Day Boyce, 40 5/8%; Harry L. Day, 3 1/8%; Blanche Day Ellis, 3 1/8%; of the waters of McFarren Creek in Evolution Mining District, Shoshone County, Idaho, appropriated and diverted under a appropriation by S. V. Wm. Osburn on March 29, 1886; which notice of appropriation recorded on March 30th, 1886 in Book "H" of Miscellaneous Records at page 1 of the records of Shoshone County, Idaho, to enable said Osborn Utilities Corporation to furnish water for domestic purposes to the residents of Osborn Townsite

and by the order of said Public Utilities Commission of the State of Idaho; and whereas, various mining companies are developing and operating mines and mining claims on McFarren Creek in Evolution Mining District, Shoshone County, Idaho, at a point of diversion of the waters of McFarren Creek under said notice of appropriation by S. V. Wm. Osburn, recorded in Book "H" of Miscellaneous Records at page 1 of Shoshone County, Idaho, and the waters so appropriated are now used for the residents of Osborn Townsite, Idaho, for domestic purposes;

the parties to this agreement feel that owing to the expansion of the mining companies so located and operating above the present intake of McFarren Creek, sooner or later it will be inevitable that the water diverted in part by said Osborn Utilities Corporation, will be contaminated to the health of the residents of Osborn Townsite; and, therefore, the parties hereto desire to avoid such a calamity rather than after the injury has been done; and,

the Grantees are desirous of diverting the water of McFarren Creek by S. V. Wm. Osburn on March 29, 1886, at a point above the intake of other mining companies now developing their properties or operating on McFarren Creek; and,

the Grantor has agreed in consideration of the sum of ONE DOLLAR

to grant to said Grantees, the receipt of which is hereby acknowledged

to said Grantees a perpetual easement on its said Buckeye Lode

for the purpose of erecting and perpetually maintaining a diversion dam

on the waters of McFarren Creek appropriated by S. V. Wm. Osburn under said notice of appropriation dated March 29, 1886, and constructing and maintaining a pipeline from said dam to a point of diversion over and across said Buckeye and Blue Jay Lode Mining Claims to the intake of the Emma Lode belonging to the Coeur d'Alene Mines Corporation, and to repair and reconstruct from time to time said pipeline.

WHEREFORE, this indenture WITNESSETH:

In consideration of said sum of One Dollar (\$1.00) paid by the Grantor hereby grants to the Grantees, their successors and assigns authority to erect and perpetually maintain a diversion dam on McFarren Creek at a point whence the Northeast corner of Sec. 2, T. 40 N. R. 40 E. bears North 44° 40 minutes east 3262 ft. and Corner No. 2 of the Claim, Min. Sur. #883, bears North 81° 58' 30" East 2759 ft. of McFarren Creek appropriated by S. V. Wm. Osburn under said notice dated March 29, 1886, and to carry the water so diverted

West Fork of McFarren Creek, by means of an underground pipeline of the Emma Lode belonging to the Coeur d'Alene Mines Corporation, and reconstruct said pipeline whenever it becomes necessary

WHEREOF the Grantor, by resolution of its Board of Directors, has been subscribed by its President and Secretary and it is to be affixed the day and year first above written.

Secretary.

AMERICAN MINING
By E. W. Cor

50¢
lled

(County of Spokane) ss.

Day of February, A. D. 1940, before me, Harry A. Rogers, a Notary Public in and for the State of Washington, personally appeared E. W. Cor, personally known to me to be the President and Secretary of the Albany Mining Co., the corporation that executed the will of that such corporation executed the same.

WHEREOF I have hereunto set my hand and affixed my seal as Notary Public in and for the State of Washington, on this the day of February, 1940, at the place above written.

Harve M. Phipps
Notary Public in and for the
State of Washington, residing at Spokane,
Washington.
My commission expires April 1, 1941.

REQUEST OF John H. Tourms Feb 20, 1940 at 11 o'clock A. M.

Recorded in Book 72 of Deeds at
Page 350, Records of Shoshone
County, Idaho.

HARRY A. ROGERS, COUNTY REC

INSTRUMENT NUMBER 113600

THIS INDENTURE made this 7th day of May, A. D. 1940, between the COEUR D' ALENE MINES CORPORATION, a corporation duly organized and existing under the laws of the State of Idaho, the party of the first part, hereinafter referred to as the GRANTOR, and the OSBORN UTILITIES CORPORATION, a corporation duly organized and existing under the laws of the State of Idaho, and having its registered office and principal place of business in the State of Idaho, and having its registered office and principal place of business in Wallace, Shoshone County, Idaho, and HARRY L. DAY, ELEANOR DAY BOYCE, BLANCHE DAY ELLIS, and JEROME J. DAY, the parties of the second part, hereinafter referred to as the GRANTEE,

WITNESSETH: That whereas the Grantor is the owner of the MINERAL POINT Lode Mining Claim, M. S. #883, EMMA CENTURY, MINERAL POINT FRACTION, DIAMOND POINT and DIAMOND POINT NO. 2 Lode Mining Claims on McFarren Creek in Evolution Mining District, Shoshone County, Idaho; and

WHEREAS, the Osborn Utilities Corporation is a public service corporation under the laws of the State of Idaho, organized in April, 1927, in conformity with the order of the Public Utilities Commission of the State of Idaho for the purpose of furnishing water for domestic purposes to the citizens of Osborn Townsite, Idaho, and,

WHEREAS, by various mesne conveyances said Grantees acquired in the following proportions: Osborn Utilities Corporation, 50%; Eleanor Day Boyce, 40 5/8%; Harry L. Day, 3 1/8%; Blanch Day Ellis, 3 1/8%; the waters of McFarren Creek in Evolution Mining District, Shoshone County, Idaho, appropriated and diverted under a notice of appropriation by S. V. Wm. Osburn on March 29, 1886; which notice of appropriation was duly recorded on March 30th, 1886 in Book "E" of Miscellaneous Records at page 90 thereof of the records of Shoshone County, Idaho, to enable said Osborn Utilities Corporation to furnish water for domestic purposes to the residents of Osborn Townsite as required by the order of said Public Utilities Commission of the State of Idaho; and,

WHEREAS, various mining companies are developing and operating mines and mining property on McFarren Creek in Evolution Mining District, Shoshone County, Idaho, located above the point of diversion of the waters of McFarren Creek under said notice of appropriation by S. V. Wm. Osburn, recorded in Book "H" of Miscellaneous Records at page 90 of the records of Shoshone County, Idaho, and the waters so appropriated are now used in part by the residents of Osborn Townsite, Idaho, for domestic purposes; and,

WHEREAS, the parties to this agreement feel that owing to the expanding operations of the mining companies so located and operating above the present intake of said water right on McFarren Creek, sooner or later it will be inevitable that the waters of McFarren Creek, owned in part by said Osborn Utilities Corporation, will be contaminated and may become dangerous to the health of the residents of Osborn Townsite; and,

WHEREAS, the parties hereto desire to avoid such a calamity rather than to remedy conditions after the injury has been done; and,

WHEREAS, the Grantees are desirous of diverting in part the waters of McFarren Creek so appropriated by S. V. Wm. Osburn on March 29, 1886, at a point above the camp of the Grantors and other mining companies now developing their properties or operating the same and located on McFarren Creek; and,

WHEREAS, the Grantor has agreed, in consideration of the sum of ONE DOLLAR (\$1.00) paid by the Grantees to said Grantor, the receipt of which is hereby acknowledged by said Grantor, to grant to said Grantees a perpetual easement twenty (20) feet in width, being ten (10) feet on each side of the center line of such easement herein-
after more particularly described, for the purpose of constructing and maintaining a pipe line from said point of diversion over and across said Mineral Point Mining Claim, M. S. #883, Emma, Century, Mineral Point Fraction, Diamond Point and Diamond Point No. 2 Lode Mining Claims, to the 100,000-gal. tank located on Lot 4, Sec. 18, Twp. 40 N., R. 4 E., S. 8 N., and to repair, construct or reconstruct from time to time

said pipe line, when it becomes necessary or expedient to do so.

NOW THEREFORE, this indenture WITNESSETH:

That in consideration of the said sum of ONE DOLLAR (\$1.00), lawful money of the United States of America, paid by the Grantees to the Grantor, the Grantor hereby grants to the Grantees, its and their successors and assigns, a right-of-way twenty (20) feet in width, being ten (10) feet on each side of the center line of said right-of-way over through and across the Mineral Point Lode Mining Claim, N. S. #883, Emma, Century, Mineral Point Fraction, Diamond Point and Diamond Point No. 2 Lode Mining Claims on McParren Creek in Evolution Mining District, Blaine County, Idaho, in and upon which to lay, operate and maintain a water pipe for transportation of water to Osburn Townsite and to construct, maintain, reconstruct and repair said pipe line whenever it becomes necessary or expedient for the Grantees so to do. The center line of said right-of-way is described by courses and distances as follows, to-wit:

Beginning at the South sideline of the Emma Lode, the property of the Grantor, whence the common section corner of Secs. 18 and 19, Twp. 48 N., R. 4 E. B. M. and Secs. 13 and 24, Twp. 48 N., R. 3 E. B. M., bears North $45^{\circ} 50'$ East 2915 ft. more or less; thence North $11^{\circ} 14'$ East 48 ft. to a point; thence North $28^{\circ} 20'$ East 121.1 ft.; thence North $35^{\circ} 39'$ East 104.7 ft.; thence North $38^{\circ} 14'$ East 102.6 ft.; thence North $45^{\circ} 43'$ East 89 ft. to a point; thence North $51^{\circ} 03'$ East 127 ft.; thence North $55^{\circ} 21'$ East 62.7 ft.; thence North $60^{\circ} 15'$ East 202.8 ft.; thence North $46^{\circ} 47'$ East 109.4 ft.; thence North $66^{\circ} 36'$ East 92.2 ft.; thence North $61^{\circ} 16'$ East 137 ft.; thence North $51^{\circ} 26'$ East 158 ft.; thence North $56^{\circ} 46'$ East 130.2 ft.; thence North $64^{\circ} 31'$ East 63.3 ft.; thence North $72^{\circ} 35'$ East 97.2 ft.; thence North $67^{\circ} 32'$ East 108.8 ft.; thence North $67^{\circ} 44'$ East 104.1 ft.; thence North $50^{\circ} 14'$ East 172.8 ft.; thence North $46^{\circ} 15'$ East 139 ft.; thence North $49^{\circ} 22'$ East 63 ft.; thence North $53^{\circ} 36'$ East 109 ft.; thence North $5^{\circ} 48'$ East 101 ft.; thence North $54^{\circ} 29'$ East 95.8 ft.; thence North $53^{\circ} 38'$ East 153.5 ft.; thence North $40^{\circ} 23'$ East 157.2 ft.; thence North $45^{\circ} 38'$ East 202.6 ft.; thence North $46^{\circ} 09'$ East 191.5 ft.; thence North $46^{\circ} 09'$ East 162.4 ft.; thence North East 64 ft.; thence North $31^{\circ} 32'$ East 81 ft.; thence North $41^{\circ} 03'$ East 109.8 ft.; thence North $41^{\circ} 33'$ East 202.5 ft.; thence North $57^{\circ} 22'$ East 6.65 ft.;

to the 100,000-gal. water tank, 30 ft. in diameter, whence the common section corner of Secs. 18 and 19 of Twp. 48 N., R. 4 E. B. M. and

Secs. 13 and 24 of Twp. 48 N., R. 3. E. B. M., bears South 61° 20' West 933.52 ft. Which tank is used for the purpose of storing a supply of water for the use of residents of Osborn Township.

IN WITNESS WHEREOF the Grantor, by resolution of its Board of Directors, has caused these presents to be subscribed by its President and Secretary and its corporate name and seal to be hereunto affixed the day and year first above written.

(CORPORATE SEAL)

COEUR D'ALENE MINES CORPORATION
By H C Mowery

ATTEST:

President

L. J. Randall

Secretary

U.S.I.R Stamp \$.50/
affixed & cancelled,

STATE OF IDAHO, County of Shoshone) ss.

On this 7th day of May, A. D. 1940, before me, Alpha H. Hogan, a Notary Public in and for the State of Idaho, personally appeared H. C. MOWERY and LESTER J. RANDALL, personally known to me to be the President and Secretary respectively of the Coeur d'Alene Mines Corporation, the corporation that executed the within instrument and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in the City of Wallace, Shoshone County, Idaho, this the day and year in this certificate first above written.

(NOTARIAL SEAL)

Alpha H. Hogan
Notary Public in and for the State of
Idaho, residing at Wallace, Idaho

RECORDED at request of John H. Wourms May 7, 1940 at 4:45 P.

W. H. HOOVER, COUNTY RECORDER
By Norman S. Heikkila
Deputy

STATE OF IDAHO,
County of Shoshone. } 23.

I, ANNA K. BATTICK, County Recorder in and for the County of Shoshone, State of

Idaho, do hereby certify the foregoing to be a full, true and correct copy of.....

RIGHT-OF-WAY

as the original instrument appears upon the records of said County, in Book..... 72

of Deeds at Page 520 thereof as my

office and in my custody.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my official seal

this 3rd day of March, A. D. 1964

County Recorder

By Margaret Flanagan
County Recorder

64-4007

THIS INDENTURE made this 25th day of September, A. D. 1941, by and between LUCY MIX DAY, HARRY L. DAY and HENRY LAWRENCE DAY, the Executors of the Estate of Jerome J. Day, Deceased, HARRY L. DAY, a widower, ELEANOR DAY BOYCE and EDWARD BOYCE, husband and wife, and BLANCHE DAY ELLIS and ROBERT H. ELLIS, husband and wife, the parties of the first part, and the OSBORN UTILITIES CORPORATION, an Idaho corporation, having its registered office and principal place of business in Wallace, Idaho, WITNESSETH:

That the said parties of the first part, for and in consideration of the sum of ONE DOLLAR (\$1.00), lawful money of the United States of America, to them paid, and for other good and valuable considerations passing between the parties hereto, the existence of which is hereby admitted, do by these presents remise, release and forever quit-claim unto said party of the second part, and to its successors and assigns, all the water of the East Fork of McFarren Creek diverted at a point on said East Fork of McFarren Creek whence the Northeast corner of Sec. 24, Twp. 48 N., R. 3 E. B. M. bears North 44° no' East 3262 ft. and Cor. No. 2 of Mineral Point Lode, Survey No. 883, bears North 81° 58' 30" East 2759 ft. on or about May 15, 1940, by and with the consent of the Department of Reclamation of the State of Idaho under an appropriation of the waters of McFarren Creek by S. V. Wm. Osborn under date of March 29, 1886, and by him through diverse mesne conveyances transferred to the parties of the first part herein. The location certificate was recorded at the request of said S. V. Wm. Osborn on March 30, 1886, in Book "H" of Miscellaneous at page 90 thereof of the records of Sho-

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shone County, Idaho;

TOGETHER WITH all and singular the tenements, hereditaments and appurtenances thereunto belonging to the waters so diverted on or about May 15, 1940, as hereinbefore stated, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof.

TO HAVE AND TO HOLD, all and singular, said waters, together with appurtenances, unto said party of the second part, its successors and assigns forever.

IN WITNESS WHEREOF the parties of the first part have hereunto subscribed their respective names, this the day and year first above written.

Lucy Mix Day

Harry L. Day

Henry Lawrence Day

Executors of the Last Will and Testament of Jerome J. Day, Deceased

Mary L. Day

Charles Day Boyce

Edward Boyce

Blencher May Boyce

Robert H. Boyce

STATE OF IDAHO

County of Shoshone

} ss.

On this 24 day of September, A. D. 1941, before me, Alpha H. Hogan, a Notary Public in and for the State of Idaho, personally appeared LUCY MIX DAY, HARRY L. DAY and HENRY LAWRENCE

DAY, known to me to be the persons whose names are subscribed to the within and foregoing instrument as the Executors of the Estate of Jerome J. Day, Deceased and acknowledged to me that they executed the same as such Executors.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal the day and year first above written.

Alpha H. Hogan
Notary Public for the State of
Idaho, residing at Wallace, Idaho

STATE OF IDAHO }
County of Shoshone } ss.

On this 24 day of September, A. D. 1941, before me, Alpha H. Hogan, a Notary Public in and for the State of Idaho, personally appeared HARRY L. DAY, a widower, personally known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal the day and year first above written.

Alpha H. Hogan
Notary Public for the State of
Idaho, residing at Wallace, Idaho

STATE OF OREGON }
County of Multnomah } ss.

On this 25 day of September, A. D. 1941, before me, Vera J. West, a Notary Public in and for the State of Oregon, personally appeared ELEANOR DAY BOYCE and

EDWARD BOYCE, husband and wife, personally known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in Portland, Multnomah County, Oregon, this the day and year in this certificate first above written.

Vera J. West
Notary Public in and for the
State of Oregon, residing at Portland.

My commission expires Jan. 24, 1945

STATE OF OREGON }
County of Multnomah } ss.

On this 25 day of September, A. D. 1941, before me, Vera J. West, a Notary Public in and for the State of Oregon, personally appeared BLANCHE DAY ELLIS and ROBERT H. ELLIS, husband and wife, personally known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in Portland, Multnomah County, Oregon, this the day and year in this certificate first above written.

Vera J. West
Notary Public in and for the State
of Oregon, residing at Portland.

My commission expires 1-24-1945

RECORDED at the request of John H Wourms Sept 27 1941 at 11:10 o'clock A M.

FRED C. BAIER, COUNTY RECORDER

By Victoria Rogers Deputy

Recorded in Book W of Miscellaneous Records at Page 270, Records of Shoshone County, Idaho.

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THIS AGREEMENT made and entered into this 1st day of August, 1942, by and between the OSBORN UTILITIES CORPORATION, an Idaho public service corporation, having its registered office and principal place of business in Wallace, Shoshone County, Idaho, party of the first part, and COEUR D'ALENE MINES CORPORATION, a corporation organized and existing under the laws of the State of Idaho, having its registered office and principal place of business in Wallace, Idaho, party of the second part, WITNESSETH:

THAT WHEREAS the party of the first part and Harry L. Day, Jerome J. Day, Eleanor Day Boyce and Blanche Day Ellis, by diverse intermediate conveyances became the owner of a certain water right appropriating the waters of McFarren Creek by S. V. Wm. Osborn under date of March 29, 1886; and,

WHEREAS, by an order of the Public Utilities Commission of the State of Idaho said owners of said water right were ordered to furnish water to the residents of the Townsite of Osborn and vicinity as a public utility; and,

WHEREAS, mining companies operating along the lower portion of McFarren Creek contaminated the water; and,

WHEREAS, the owners of the water right made application to divert a part of the water of McFarren Creek from the East Fork of McFarren Creek at a point whence the Northeast corner of Sec. 24, Twp 48 N., R. 3 E. B. M., bears North 44° 00' East 3262 ft. and Cor. No. 2 of the Mineral Point Lode, Survey No. 883, bears North 81° 58' 30" East 2759 ft. and on or about May 15, 1940, by and with

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Exhibit - 6 -

the consent of the Department of Reclamation of the State of Idaho, did divert a portion of the water so owned by them at the point hereinbefore described, which was above the point of contamination of McFarren Creek, and carried the water so diverted over the hill to a point above the Townsite of Osborn, Idaho, so as to provide clean and wholesome water for domestic use to the residents of the Townsite of Osborn, Idaho and vicinity; and,

WHEREAS, Harry L. Day, Jerome J. Day, Eleanor Day Boyce and Blanche Day Ellis have heretofore conveyed their half interest in the water of McFarren Creek so diverted on or about May 15, 1940, with the consent of the Department of Reclamation, to the party of the first part herein; and,

WHEREAS, the party of the first part is now the sole owner of all the water so diverted from the East Fork of McFarren Creek on or about May 15, 1940; and,

WHEREAS, the water so diverted is at this time in excess of the water required by the residents of Osborn Townsite and vicinity; and,

WHEREAS, the Coeur d'Alene Mines Corporation, the party of the second part, has erected a mill and concentrator along the banks of McFarren Creek, below the point where the water was diverted on or about May 15, 1940; and,

WHEREAS, the party of the second part, desires to purchase such water from said last point of diversion as may not be required by the residents of Osborn Townsite and vicinity for domestic pur-

poses and has offered to the party of the first part \$75.00 per month for such excess water;

NOW, THEREFORE, in consideration of the premises and the sum of ONE DOLLAR (\$1.00) by each of the parties to the other party paid, IT IS HEREBY AGREED by and between the parties hereto that the party of the second part shall have the use of such excess water not required by the residents of Osborn Townsite and vicinity, upon the payment to the party of the first part of the sum of SEVENTY FIVE DOLLARS (\$75.00) for each and every calendar month during which the party of the second part receives and uses such excess water;

IT IS UNDERSTOOD AND AGREED between the parties hereto that the party of the first part is not obliged to furnish any water to the party of the second part if all the water is required for domestic use by the residents of Osborn Townsite and vicinity and that the rights of the party of the second part are always subject to the rights of the residents of Osborn Townsite and vicinity to the use of the water for domestic purposes and that if the demand for water for domestic use does not leave a surplus, the party of the second part shall have no claim for damages against the party of the first part herein.

This agreement, upon approval by the Public Utilities Commission of the State of Idaho, shall be binding upon the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF the parties hereto have caused these

documents to be executed in triplicate, each of the contracting parties to receive one copy and one copy to be filed with the Public Utilities Commission of the State of Idaho.

OSBORN UTILITIES CORPORATION

By

Kerry L. Day
President

ATTEST:

[Signature]
Secretary

COEUR D'ALENE MINES CORPORATION

By

[Signature]
President

ATTEST:

[Signature]
Secretary

PUBLIC UTILITIES COMMISSION OF IDAHO

Re:

above agreement

Presented by

Coburn Mt. Corp

Approved

8/12/20 1942

Effective

8/12/20 1942

W.B. Foy
Secretary

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THIS INDENTURE, Made this 30th day of November, A.D. 1945, by and between CAREY H. NIXON, H. R. VINSON and O. P. NEWMAN, Trustees of the creditors and stockholders of Osborn Utilities Corporation, a dissolved Idaho corporation, all of Boise City, County of Ada, State of Idaho, parties of the first part, and KELLOGG POWER AND WATER COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Idaho, with its principal place of business at Kellogg, Shoshone County, State of Idaho, party of the second part, WITNESSETH THAT:-

WHEREAS, By a certain decree dated, entered and filed in the District Court of the First Judicial District of the State of Idaho, in and for the County of Shoshone, on the 30th day of November, A.D. 1945, the said Osborn Utilities Corporation, an Idaho corporation, was duly dissolved and said first parties were declared and adjudged to be the directors and managers of the affairs of said Osborn Utilities Corporation in office at said date, and as such and by operation of law, the statutory trustees of the creditors and stockholders of said Osborn Utilities Corporation with full power to settle the affairs of said corporation and to distribute and convey all of the property of said corporation in the settlement of its affairs, and

WHEREAS, The said Kellogg Power and Water Company, party of the second part, above, was, on November 30, 1945, and still is the owner and holder of all the issued and outstanding shares of the capital stock of said Osborn Utilities Corporation as appears by the records of said company, and as such owner and holder entitled to the assets of said dissolved corporation, and for the purpose of settling the affairs of said corporation and the distribution and conveyance of its assets, -

NOW, THEREFORE, For and in consideration of the premises and for consideration received by the said parties of the first part from the said party of the second part, the receipt whereof is hereby acknowledged, the said parties of the first part, as such trustees aforesaid,

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Exhibit "2"

do by these presents grant, bargain, sell, convey and confirm unto the said party of the second part, and to its successors and assigns forever, that certain property situated, lying and being in Shoshone County, Idaho, namely:

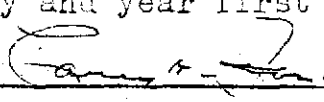
(1) All the water of the East Fork of McFarren Creek, the point of diversion of which water is at a point on said East Fork of McFarren Creek, whence the Northeast corner of Sec. 24, Twp. 48 N., R. 3 E.B.M. bears North 44° no' East 3262 ft. and Cor. No. 2 of Mineral Point Lode, Survey No. 883, bears North 81° 58' 30" East 2759 ft.

(2) The entire water supply, water plant and water distribution system of Osborn Utilities Corporation and all water and water rights owned or used in connection therewith, together with dams, reservoirs, diversion works, tanks, flumes, conduits, pipes, mains, transmission lines, services and other equipment, appliances and appurtenances used in the diversion, collection, transmission and distribution of the waters of the East Fork of McFarren Creek, from the point of diversion on and from the East Fork of McFarren Creek above described thence Northeasterly to a point where the pipe lines conveying water from the East Fork of McFarren Creek, connect with the water distribution system of the Osborn Utilities Corporation, from which point the Quarter corner between Secs. 18 and 19, Twp. 48 N., R. 4 E.B.M. bears South 37° 54' 30" East 2575.92 ft.

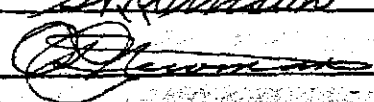
TOGETHER With all and singular the tenements, hereditaments and appurtenances thereunto belonging or in any wise appertaining and the reversion and reversions, remainder and remainders, rents, issues and profits thereof.

TO HAVE AND TO HOLD, All and singular the said property, together with the appurtenances, unto the party of the second part and to its successors and assigns forever.

IN WITNESS WHEREOF, The parties of the first part, as trustees of the creditors and stockholders of Osborn Utilities Corporation, a dissolved Idaho corporation, have hereunto set their hands and seals the day and year first above written.

 (SEAL)

 (SEAL)

 (SEAL)

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STATE OF IDAHO)
COUNTY OF ADA) ss.

On this 30th day of November, in the year 1945, before me,
Chas. C. C. C., a Notary Public for said State, personally
appeared Carey H. Nixon, H. R. Vinson and O. P. Newman, Trustees
of the creditors and stockholders of Osborn Utilities Corporation,
a dissolved Idaho corporation, known to me to be the persons whose
names are subscribed to the within instrument as such Trustees afore-
said, and acknowledged to me that they executed the same as such
Trustees.

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

Chas. C. C. C.
Notary Public for the State of
Idaho, residing at Boise, Idaho.

Recorded as Instrument No. 130983 in Book 78 of Deeds at Page 528,
Records of Shoshone County, Idaho.

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IDAHO WATER COMPANY

ARTICLES OF INCORPORATION

EXHIBIT No. 8

94 4007

ARTICLES OF INCORPORATION
of the
KELLOGG POWER AND WATER COMPANY

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, residents of the County of Shoshone, State of Idaho, a majority of of whom are freeholders therein, have this day associated ourselves together for the purpose of forming a corporation, under the laws of the State of Idaho.

And we hereby certify: FIRST. That the name of the said corporation is Kellogg Power and Water Company.

SECOND. That the purposes for which it is formed are to carry on the business of locating, appropriating, buying, acquiring, leasing, holding, selling, disposing of and operating water, water-rights, ditches, flumes, pipes and conduits of every kind and description for conveying, carrying and transporting water for domestic mechanical and power uses, including the building, construction and digging, erecting and maintaining of flumes, pipes, ditches and conduits of every kind and description as may be required for the conveyance, carrying and transporting of water; also to buy, acquire, hold, sell and dispose of water, water-power and erect, maintain and operate electric light and power plants of every kind and description, and sell and dispose of the same, including the furnishing and selling of water, water power and electric light to such persons as may desire the same, and do everything which shall advance and promote the interests of said corporation which are usually done in, about and in connection with a city water works and power plant.

THIRD. That the place where its principal place of business is to be transacted shall be the town of Kellogg, County of Shoshone, State of Idaho.

FOURTH. That the term for which the same corporation is to exist is fifty years from and after the date of its incorporation.

FIFTH: That the number of its directors shall be five and that the names and residences of those who are appointed for the first year are:

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<u>Names</u>	<u>Residences</u>
W. E. Clark	Kellogg, Shoshone County, Idaho
W. H. North	Wardner, Shoshone County, Idaho
C. H. Wentz	Wardner, Shoshone County, Idaho
David Rees	Wardner, Shoshone County, Idaho
Ewen McIntosh	Kellogg, Shoshone County, Idaho

SIXTH. That the amount of the capital stock of this corporation shall be Fifteen Thousand (15,000) Dollars, divided into One Hundred and Fifty Thousand (150,000) shares of the par value of ten cents each.

SEVENTH: That the amount of said capital stock which has been actually subscribed is Five Thousand Dollars (\$5,000.00), and the following are the names of the persons by whom the same has been subscribed, to-wit:

Names of Subscribers	No. of Shares	Amount.
W. E. Clark	10,000	\$1,000.00
W. H. North	10,000	\$1,000.00
C. H. Wentz	10,000	\$1,000.00
David Rees	10,000	\$1,000.00
Ewen McIntosh	10,000	\$1,000.00

EIGHTH. That there shall be issued to the Treasurer of the said corporation One Hundred Thousand (100,000) shares of said capital stock, to be sold by him under the direction of the board of directors and the proceeds received therefrom shall be used in developing such water rights as may be required by said corporation and the erection of all necessary works in connection with the purposes for which said corporation is organized.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 26th day of May, A. D. nineteen hundred.

W. E. CLARK	(SEAL)
W. H. NORTH	(SEAL)
C. H. WENTZ	(SEAL)
DAVID REES	(SEAL)
EWEN MCINTOSH	(SEAL)

STATE OF IDAHO)
 : ss.
COUNTY OF SHOSHONE)

On this first day of June A. D. 1900, before me, J. E. Gyde, a Notary Public in and for said County of Shoshone, personally appeared W. E. Clark, W. H. North, C. H. Wentz, David Rees and Ewen McIntosh, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein set forth.

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

J. E. Gyde
Notary Public

(Notarial
SEAL)

U.S.I.R. Stamp 10 cents
attached and canceled.

ENDORSED: No. 1550. Articles of Incorporation of Kellogg Power
and Water Company.

Filed at the request of J. E. Gyde, Jun 1, 1900 at 12 o'clock M.,
Records of Shoshone County, State of Idaho.

Horace H. Davenport, County Recorder
By John P. Sheehy, Deputy Recorder.

STATE OF IDAHO)
 : ss.
COUNTY OF SHOSHONE)

I, HORACE H. DAVENPORT, County Recorder in and for said County, do hereby certify that the foregoing copy of Articles of Incorporation has been by me compared with the original and that it is a correct transcript therefrom, together with all endorsements thereon, as the same appear on file at my office and in my custody.

94 4067

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my
official seal this 1st day of June, A. D. 1900.

(Seal)
Cancelled 10¢ Documentary Stamp)

Horace H. Davenport
County Recorder.

(Endorsed)

2476

Certified Copy Articles of Incorporation of the

"KELLOGG POWER AND WATER COMPANY"

DEPARTMENT OF STATE, Secretary's Office, Filed this 16th day
of June 1900 at 9:00 o'clock A.M. and Recorded in Book "I" of Dom.
Incorp. on page 300 Records of the State of Idaho.

H. Patrie
Secretary of State

By W. H. Gibson
Chief Clerk

CERTIFICATE OF AMENDMENT TO THE ORIGINAL ARTICLES
OF INCORPORATION OF KELLOGG POWER & WATER COMPANY

We hereby certify that a special meeting of the stockholders of the Kellogg Power & Water Company, a corporation duly organized and existing under and by virtue of the laws of the State of Idaho and licensed to do business as such in such state and maintaining its principal office at Kellogg, Shoshone County, State of Idaho, was held on the 12th day of January, A. D. 1928, at the hour of ten (10) o'clock A. M. of said day, pursuant to call and a waiver signed by all of the stockholders of said company, to-wit:

"W A I V E R

We, the undersigned, being all the stockholders or members of the Kellogg Power & Water Company, a corporation, do hereby waive the giving of the notice required by the laws and statutes of the State of Idaho and the by-laws of this corporation of the special meeting of the stockholders to be held on the 12th day of January, A. D., 1928, at the principal office of said corporation in Kellogg, Shoshone County, State of Idaho, at the hour of ten (10) o'clock, A. M. of said day, which said meeting has been called by a majority of the outstanding common capital stock of said corporation for the purpose of amending the original Articles of Incorporation so that the number of directors of said corporation shall be three (3) instead of five (5) in number; for the further purpose of increasing the common capital stock of said corporation so that the aggregate common capital stock thereof shall be a total aggregate amount of \$100,000.00 instead of \$15,000.00 and, in addition thereto, creating an issue of preferred stock in an amount of \$65,000.00; for the further purpose of creating a provision for a distribution of \$65,000.00 worth of the common capital stock among the present common stockholders and also providing for a sale and disposal of the said preferred stock, in an amount of \$65,000.00, or such part thereof as may be by law permitted, and in accordance and in compliance with a certain contract made and entered into between this corporation and Cantril, Richards, & Blum, Inc., a corporation, as of the 14th day of July, A. D. 1927, and further authorizing the directors of this corporation to take all necessary and proper steps as may be by law required to place the foregoing matters into full force and effect.

Dated this 12th day of January, A. D. 1928.

Attest: LEE THORPE
Secretary
(SEAL) Spokane, Wash.

CONTINENTAL COAL COMPANY

By JAS. S. RANAGE
President

BURKE A. McINTOSH

J. I. SPRINGER

JAS. S. RANAGE

D. G. MUNRO

LEE THORPE

Said meeting was duly held on the 12th day of January, A. D. 1928, as aforesaid, at ten (10) o'clock, A. M. of said day, at the principal office of said corporation at Kellogg, Shoshone County, State of Idaho, there being the following stock present in person or by proxy and voting, to-wit:

Continental Coal Company	95,500 Shares
Jas. S. Ramage	1 Share
Burke A. McIntosh	54,496 Shares
D. G. Munro	1 Share
Lee Thorpe	1 Share
J. I. Springer	1 Share

The above and foregoing stock being all the issued and outstanding stock in said corporation.

Among other things that took place at said meeting, the following resolution was adopted, to-wit:

"R E S O L U T I O N

RESOLVED that Article V of the original Articles of Incorporation of this corporation which reads as follows:

"That the number of its directors shall be five (5) and that the names and residences of those who are appointed for the first year are:

<u>Names</u>	<u>Residences</u>
W. E. Clark,	Kellogg, Shoshone County, Idaho,
W. H. North,	Wardner, Shoshone County, Idaho
C. H. Wentz,	Wardner, Shoshone County, Idaho
David Rees,	Wardner, Shoshone County, Idaho
Even McIntosh,	Kellogg, Shoshone County, Idaho "

be amended to read as follows:

"That the number of directors of said corporation shall be three (3)."

BE IT FURTHER RESOLVED that Article VI of the original Articles of Incorporation which reads as follows:

"That the amount of the capital stock of this corporation shall be \$15,000.00, divided into 150,000 shares of the par value of 10¢ each,"

be amended to read as follows:

"That the amount of capital stock of this corporation shall be \$165,000.00, of which \$65,000.00 is to be preferred stock with a par value of \$100.00 per share and \$100,000.00 is to be common stock with a par value of \$1.00 per share. From time to time the preferred stock and the common stock may be increased according to law and may be issued in such amounts and proportions as shall be determined by the board of directors and as may be permitted by law. The holders of said preferred stock shall be entitled to receive, during each fiscal year, out of the net earnings of the company, a dividend at the rate of 7% per annum, payable yearly on such date as the directors of said corporation may see fit to designate or as the by-laws may, from time to time, provide. After the payment of said dividend of 7% for any fiscal year to the holders of the preferred stock, any further amount declared

in dividends for said year shall be paid to the holders of the common stock in such sum or sums as the directors may see fit to disburse, provided, however, that the board of directors, of the company may, in their discretion declare dividends on the common stock during the fiscal year but no such dividends shall be declared on the common stock until the full amount of dividends for the current year on the preferred stock shall be set apart or paid. The dividends on said preferred stock shall be cumulative and shall amount to 7% per annum. The holders of the preferred stock shall, in case of liquidation or dissolution of the company, be entitled to be paid in the full par value for their preferred shares and the dividends accumulated and unpaid thereon before any sum or sums are to be paid to the holders of the common stock. The holders of the preferred stock shall have no voting power whatever nor shall they be entitled to notice of any meeting of the stockholders of the company. Said preferred stock shall be subject to redemption at \$101.00 per share thereon at any time after three (3) years from the issue thereof at such time or times, and in such manner, as the board of directors may determine."

BE IT FURTHER RESOLVED that as soon as a proper certificate of amendment to the original Articles of Incorporation of this corporation has been duly filed with the County Auditor & Recorder of Shoshone County, State of Idaho, and a certified copy thereof filed with the Secretary of the State of Idaho, at Boise, Idaho, and all necessary and proper certificates as required by law are issued by the said Secretary of the State of Idaho, authorizing such increase in the capitalization of this corporation as is hereinbefore set forth, that 65,000 shares of the common stock of said corporation be immediately issued to the present stockholders of said corporation as their respective interests appear upon cancellation and return to the secretary-treasurer of this corporation of all certificates now outstanding and representing common capital stock of this corporation.

BE IT FURTHER RESOLVED that the remaining \$35,000.00 worth of the common capital stock in said corporation be left and held as unissued stock until further order of the board of directors of said corporation or such other disposal is made thereof according to law.

BE IT FURTHER RESOLVED that the directors of this corporation be authorized, ordered and directed to take all further and necessary and proper steps as by law may be required to place the matters and things in this resolution hereinbefore set forth into full force and effect."

Upon motion duly made and carried, the above and foregoing resolution was unanimously adopted by all stockholders present, either voting in person or by proxy, which said stock represented the entire outstanding capital stock of said corporation and the same was duly adopted by more than a two-thirds vote as required by the statutes of the State of Idaho.

We further certify that a special meeting of the directors of the Kellogg Power & Water Company, a corporation, as aforesaid, was held on the 12th day of January, A. D. 1928, at the hour of eleven (11) o'clock A. M. of said day, immediately following the above mentioned special meeting of the stockholders, pursuant to call and a waiver signed by all of the directors of said company, to-wit:

W A I V E R

We, the undersigned, being all of the directors of the Kellogg Power & Water Company, a corporation, do hereby waive the giving of the notice required by the laws and statutes of the State of Idaho and the by-laws of this corporation of the special meeting of the directors to be held on the 12th day of January, A. D. 1928, at the principal office of said corporation in Kellogg, Shoshone County, State of Idaho, at the hour of eleven (11) o'clock, A.M. of said day, which said meeting has been called at the request of two (2) of the directors of this corporation for the purpose of amending the original Articles of Incorporation so that the number of directors of said corporation shall be three (3) instead of five (5) in number; for the further purpose of acting upon a proposition to increase the common capital stock of said corporation so that the aggregate common capital stock thereof shall be a total aggregate amount of \$100,000.00 instead of \$15,000.00 and, in addition thereto, creating an issue of preferred stock in an amount of \$65,000.00; for the further purpose of creating a provision for the distribution of \$65,000.00 worth of the common capital stock among the present common stockholders and also providing for a sale and disposal of the said preferred stock in accordance and in compliance with a certain contract made and entered into between this corporation and Cantril, Richards & Blum, Inc., a corporation, as of the 14th day of July, A. D. 1927, and for the purpose of carrying out, approving, ratifying and putting into full force and effect the matters and things passed upon and authorized by the stockholders at a special meeting of the said stockholders held just immediately previous to the above mentioned meeting. Dated this 12th day of January, A. D. 1928.

BURKE A. MCINTOSH

J. I. SPRINGER

JAS. S. RAMAGE

D. G. MUNRO

LEE THORPE

Directors

Said meeting was duly held on the 12th day of January, 1928, as aforesaid, at eleven (11) o'clock, A. M. of said day, at the principal office of said corporation at Kellogg, Shoshone County, State of Idaho, there being the following named directors present and said persons being all of the said directors of said corporation and none absent, namely,

Jas. S. Ramage
Burke A. McIntosh
J. I. Springer
D. G. Munro
Lee Thorpe

Among other things, said directors duly considered the above resolution as adopted by the stockholders at the above mentioned special meeting of stockholders and the following resolution was adopted, to-wit:

R E S O L U T I O N

WHEREAS, there has been presented and read in this meeting and considered by all the directors of this corporation a certain resolution unanimously passed by all the stockholders of this corporation at a special meeting duly held immediately prior to this meeting, and

WHEREAS, all matters and things in said resolution have been duly considered and understood, and

WHEREAS, it is believed by the directors of this corporation that it will be to the benefit and best interests of this corporation that said resolution be at this time adopted by the directors of this corporation at this meeting, and

WHEREAS, it is believed that the directors of this corporation should take all necessary and proper steps as may be required to place into full force and effect the matters and things as set forth in said resolution, and

WHEREAS, the directors of this corporation have been authorized, ordered, and directed by the stockholders at their special meeting to take any and all necessary and proper steps as may be required to place the matters and things in said resolution into full force and effect,

NOW, THEREFORE, BE IT RESOLVED that said resolution as the same appears upon the record book of this corporation as the action of the stockholders at their special meeting held on the 12th day of January, A.D. 1928, be and the same is hereby approved, ratified, confirmed and adopted.

BE IT FURTHER RESOLVED that the proper officers of this corporation are hereby ordered, authorized and directed to take any and all necessary and proper steps as may be by law required to place the matters and things as set forth in said resolution into full force and effect.

Upon motion duly made and carried the above and foregoing resolution was unanimously adopted by all directors thereby carrying out the authorization by the said stockholders at the said special stockholders' meeting above referred to.

WITNESS our hands and the seal of said corporation this
12th day of January, A. D. 1928.

Attest: BURKE A. McINTOSH
Secretary

JAS. S. RAMAGE
President

(SEAL)

STATE OF IDAHO)
) ss.
COUNTY OF SHOSHONE)

JAS. S. RAMAGE and BURKE A. McINTOSH, after being duly sworn on their oaths and not one for the other, depose and say: That he is the president and secretary of the Kellogg Power & Water Company, a corporation organized and existing under and by virtue of the laws of the State of Idaho with its principal place of business at Kellogg, Shoshone County, State of Idaho; that they have read the above and foregoing Certificate and know the contents thereof and that the facts therein stated are true.

JAS. S. RAMAGE
President

BURKE A. McINTOSH
Secretary

Subscribed and sworn to before me this 12th day of January, A. D. 1928.

(SEAL)

LESTER S. HARRISON
Notary Public in and for the State
of Idaho, residing at Kellogg, Idaho

(ENDORSED) Instrument Number 77945
Certificate of Amendment to the Original Articles
of Incorporation of Kellogg Power & Water Company
Filed at the request of Lester S. Harrison
February 17th, 1928, at 4 o'clock, P. M.
Records of Shoshone County, State of Idaho.

HARRY A. ROGERS
County Recorder

By L.L. Brainard
Deputy

STATE OF IDAHO)
) ss.
COUNTY OF SHOSHONE)

I, HARRY A. ROGERS, County Recorder in and for the above named County and State, do hereby certify that I have carefully compared the foregoing copy of

CERTIFICATE OF AMENDMENT TO THE ORIGINAL ARTICLES
OF INCORPORATION OF KELLOGG POWER & WATER COMPANY

with the original thereof, and that the same is a full, true and correct transcript therefrom, together with all the endorsements thereon, as the same appears on file at my office and in my custody.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my official seal, at my office in Wallace, Idaho, this 17th day of February, A. D. 1928.

HARRY A. ROGERS
County Recorder

(SEAL)

By L. L. BRAINARD, Deputy

(Endorsed)

2476-a

Certified Copy of Amendment to the Articles of Incorporation
of

KELLOGG POWER AND WATER COMPANY

decreasing the number of directors from 5 to 3, and increasing the capital stock from \$15,000 to \$165,000

DEPARTMENT OF STATE

Secretary's Office

Filed this 27th day of February, 1928, at 12:45 o'clock, P. M., and certificate issued February 27th 1928. Recorded in Book A-20 of Domestic Corporations page _____, records of the State of Idaho.

Fred E. Lukens
Secretary of State

By T. H. Shrontz
Chief Clerk

94 4007

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF KELLOGG
POWER AND WATER COMPANY, INCREASING THE CAPITAL
STOCK AND REDUCING THE NUMBER OF DIRECTORS

STATE OF IDAHO)
) ss.
COUNTY OF SHOSHONE)

B. H. Thompson and Willard C. Johnson, being each for himself duly sworn, depose and say:

1. That the said B. H. Thompson now is and at all times herein mentioned has been, the Vice President, and the said Willard C. Johnson is, and at all times herein mentioned has been the Acting Secretary of Kellogg Power and Water Company, which now is, and at all times herein mentioned has been, a corporation duly organized and existing under and by virtue of the laws of the State of Idaho.

2. That the shareholders of said Kellogg Power and Water Company met in a special meeting at the registered office of said company in the City of Kellogg, Shoshone County, Idaho, on the 28th day of July, 1939, at the hour of 5:00 o'clock P. M. of said day; that said meeting was duly called on the 26th day of June, 1939, by a call and waiver of notice of the time, place and purposes thereof, made and signed by all of the shareholders of all the issued and outstanding capital stock of said corporation, which said call fixed the registered office of the corporation in the City of Kellogg, Shoshone County, Idaho, as the place where, and Friday, the 28th day of July, 1939, at the hour of 5:00 o'clock P. M. of said day, as the time when said special meeting of the shareholders should be held, and said call, which was made a part of the minutes of said meeting, also specified the objects for which said meeting was called, including those for the amendment of Articles FIFTH and SIXTH of the Articles of Incorporation of Kellogg Power and Water Company, as will appear from the action had and taken by and pursuant to the resolutions hereinafter set forth. That on said 26th day of June, 1939, all of the shareholders of all the issued and outstanding shares of the authorized capital stock of said corporation, in writing, acknowledged service and receipt of the said call and waiver of notice, and consented to the holding of said special meeting of the shareholders of Kellogg Power and Water Company called for the said 28th day of July, 1939, as aforesaid which said last mentioned date was more than 30 days after the call and waiver of notice and consent to the holding of said special meeting of the shareholders. That all of the issued and outstanding shares of the authorized capital stock of said corporation in the hands of the present holders of record, for at least 30 days immediately prior to said meeting, and the entire voting power of all the shareholders of said corporation were represented at said special meeting by duly executed proxies, and all of the said shareholders in said special meeting assembled, by the unanimous vote of all of the issued and outstanding capital stock of said Kellogg Power and Water Company so present, represented at and participating in said meeting, duly made, passed and adopted two certain resolutions, one hereinafter designated as Resolution No. 1, amending Article FIFTH of the Articles of Incorporation of Kellogg Power and Water Company, and a second, hereinafter designated as Resolution No. 2, amending Article SIXTH of the Articles of Incorporation of Kellogg Power and Water Company. That the following is a full, true and correct copy of said Resolution No. 1, amending Article FIFTH of the Articles of Incorporation of Kellogg Power and Water Company:

RESOLVED, That Article FIFTH of the original Articles of Incorporation of Kellogg Power and Water Company, reading as follows:

"That the number of its directors shall be five (5) and that the names and residences of those who are appointed for the first year are:

<u>NAMES</u>	<u>RESIDENCES</u>
W. H. Clark,	Kellogg, Shoshone County, Idaho
W. H. North,	Wardner, Shoshone County, Idaho
C. H. Wentz,	Wardner, Shoshone County, Idaho
David Rees,	Wardner, Shoshone County, Idaho
Ewen McIntosh,	Kellogg, Shoshone County, Idaho,"

as amended, or intended to be amended, at a special shareholders' meeting held January 12, 1928, to read as follows:

"That the number of directors of said corporation shall be three (3)."

shall be and the same is hereby amended to read:

"FIFTH: That the number of directors of said corporation shall be three (3)."

That the following is a full, true and correct copy of said Resolution No. 2 amending Article SIXTH of the Articles of Incorporation of Kellogg Power and Water Company:

RESOLVED, That Article SIXTH of the original Articles of Incorporation of Kellogg Power and Water Company, reading as follows:

"That the amount of the capital stock of this corporation shall be \$15,000.00 divided into 150,000 shares of the par value of 10¢ each."

as amended or intended to be amended at a special shareholders' meeting held January 12, 1928, to read as follows:

"That the amount of capital stock of this corporation shall be \$165,000.00, of which \$65,000.00 is to be preferred stock with a par value of \$100.00 per share and \$100,000.00 is to be common stock with a par value of \$1.00 per share. From time to time the preferred stock and the common stock may be increased according to law and may be issued in such amounts and proportions as shall be determined by the board of directors and as may be permitted by law. The holders of said preferred stock shall be entitled to receive, during each fiscal year, out of the net earnings of the company, a dividend at the rate of 7% per annum, payable yearly on such date as the directors of said corporation may see fit to designate or as the by-laws may, from time to time, provide. After the payment of said dividend of 7% for any fiscal year to the holders of the preferred stock, any further amount declared in dividends for said year shall be paid to the holders of the common stock in such sum or sums as the directors may see fit to disburse,

provided, however, that the board of directors of the company may, at their discretion declare dividends on the common stock during the fiscal year but no such dividends shall be declared on the common stock until the full amount of dividends for the current year on the preferred stock shall be set apart or paid. The dividends on said preferred stock shall be cumulative and shall amount to 7% per annum. The holders of the preferred stock shall, in case of liquidation or dissolution of the company, be entitled to be paid in the full par value for their preferred shares and the dividends accumulated and unpaid thereon before any sum or sums are to be paid to the holders of the common stock. The holders of the preferred stock shall have no voting power whatever nor shall they be entitled to notice of any meeting of the stockholders of the company. Said preferred stock shall be subject to redemption at \$101.00 per share thereon at any time after three (3) years from the issue thereof at such time or times, and in such manner, as the board of directors may determine."

shall be and the same is hereby amended to read:

"SIXTH. That the amount of capital stock of this corporation shall be \$165,000.00, of which \$65,000.00 is to be preferred stock with a par value of \$100.00 per share and \$100,000.00 is to be common stock with a par value of \$1.00 per share. From time to time the preferred stock and the common stock may be increased according to law and may be issued in such amounts and proportions as shall be determined by the board of directors and as may be permitted by law. The holders of said preferred stock shall be entitled to receive, during each fiscal year, out of the net earnings of the company, a dividend at the rate of 7% per annum, payable yearly on such date as the directors of said corporation may see fit to designate or as the by-laws may, from time to time, provide. After the payment of said dividend of 7% for any fiscal year to the holders of the preferred stock, any further amount declared in dividends for said year shall be paid to the holders of the common stock in such sum or sums as the directors may see fit to disburse, provided, however, that the board of directors of the company may, in their discretion declare dividends on the common stock during the fiscal year but no such dividends shall be declared on the common stock until the full amount of dividends for the current year on the preferred stock shall be set apart or paid. The dividends on said preferred stock shall be cumulative and shall amount to 7% per annum. The holders of the preferred stock shall, in case of liquidation or dissolution of the company, be entitled to be paid in the full par value for their preferred shares and the dividends accumulated and unpaid thereon before any sum or sums are to be paid to the holders of the common stock. The holders of the preferred stock shall have no voting power whatever nor shall they be entitled to notice of any meeting of the stockholders of the company. Said preferred stock shall be subject to redemption at \$101.00 per share thereon at any time after three (3) years from the issue thereof at such time or times, and in such manner, as the board of directors may determine."

3. That by the adoption of the aforesaid resolutions and the proceedings aforesaid, Article FIFTH and Article SIXTH of the Articles of Incorporation of Kellogg Power and Water Company have been and are amended to read as shown in the respective resolutions set forth in the preceding paragraph 2 hereof.

Further affiants saith not.

B. H. THOMPSON

WILLARD C. JOHNSON

Subscribed and sworn to before me this 20th day of July, 1939.

C. H. NIXON

Notary Public for the State of
Idaho, residing at

(SEAL)

My commission expires April 7, 1940

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ARTICLES OF AMENDMENT OF KELLOGG POWER AND WATER COMPANY

Andt. increasing capital stock from \$15,000 to \$165,000 of which \$65,000 is to be preferred stock of the par value of \$100 per share and \$100,000 is to be common stock of the par value of \$1.00 per share; and decreasing the number of directors from five (5) to three (3), which Articles of Amendment correct the Articles of Amendment filed February 27, 1928.

STATE OF IDAHO
DEPARTMENT OF STATE
Secretary's Office
Boise, Idaho

Approved, filed, and admitted to the records of Articles of Incorporation of the State of Idaho and certificate issued this thirty-first day of July, 1939, at 2:30 o'clock P.M.

FEES PAID

Filing	-	\$50.00
Recording	-	3.00
Certificate	-	3.00

TOTAL \$56.00

GEO. H. CURTIS

SECRETARY OF STATE

By (sgd) Agnes Dunn

CORPORATION CLERK

Indexed
Compared

94 4007

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION OF KELLOGG POWER AND WATER COMPANY

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

H. WILLIAMS, JR. and A. D. McNAB, being each for himself duly sworn, depose and say:

1. That said H. WILLIAMS, JR. and said A. D. McNAB now are respectively, the Vice President and the Secretary of Kellogg Power and Water Company, which now is and at all times herein mentioned has been a corporation duly organized and existing under and by virtue of the laws of the State of Idaho.

2. That the shareholders of said Kellogg Power and Water Company met in a special meeting at 112 North 6th Street, in the City of Boise, County of Ada, State of Idaho, on the 3rd day of August, 1939, at the hour of 2:00 o'clock P.M. of said day; that said meeting was duly called on the 1st day of August 1939, by a call and waiver of notice of the time, place and purposes thereof, made and signed by all of the shareholders of all the issued and outstanding capital stock of said corporation, which said call fixed 112 North 6th Street, in the City of Boise, County of Ada, State of Idaho, as the place where, and the 3d day of August, 1939, at the hour of 2:00 o'clock P. M. of said day as the time when said special meeting of the shareholders should be held, and said call, which was made a part of the minutes of said meeting, also specified the objects for which said meeting was called, including those for the amendment of Article SECOND and Article FIFTH, respectively, of the Articles of Incorporation of Kellogg Power and Water Company, as will appear from the action had and taken by and pursuant to the resolutions hereinafter set forth. That on said 1st day of August, 1939, all of the shareholders of all the issued and outstanding shares of the authorized capital stock of said corporation, in writing, acknowledged service and receipt of the said call and waiver of notice, and consented to the holding of said special meeting of the shareholders of Kellogg Power and Water Company called for the said 3d day of August, 1939, as aforesaid. That all of the issued and outstanding shares of the authorized capital stock of said corporation and the entire voting power of all the shareholders of said corporation were represented at said special meeting by duly executed proxies, and all of the shareholders in said meeting assembled, by the unanimous vote of all the issued and outstanding capital stock of said Kellogg Power and Water Company so present, represented at and participating in said meeting, duly made, passed and adopted two certain resolutions, one hereinafter designated as Resolution No. 1, amending Article SECOND of the Articles of Incorporation of Kellogg Power and Water Company, and a second hereinafter designated as Resolution No. 2, amending Article FIFTH of the Articles of Incorporation of Kellogg Power and Water Company.

That the following is a full, true and correct copy of said Resolution No. 1, amending Article SECOND of the Articles of Incorporation of Kellogg Power and Water Company:

RESOLVED, That Article SECOND of the Articles of Incorporation of Kellogg Power and Water Company be and the same is hereby amended to read as follows:

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"SECOND: That the purposes for which this corporation is formed are;

"(1) To carry on the business of locating, appropriating, buying, acquiring, leasing, holding, selling, disposing of and operating water, water rights, ditches, flumes, pipes and conduits of every kind and description for conveying, carrying and transporting water for domestic, mechanical and power uses, including the building, construction and digging, erecting and maintaining of flumes, pipes, ditches and conduits of every kind and description as may be required for the conveyance, carrying and transporting of water; also to buy, acquire, hold, sell and dispose of water, Water-power and erect, maintain, and operate electric light and power plants of every kind and description, and sell and dispose of the same, including the furnishing and selling of water, water power and electric light to such persons as may desire the same, and do everything which shall advance and promote the interests of said corporation which are usually done in, about and in connection with a city water works and power plant.

"(2) To have, exercise, and enjoy all the powers and/or privileges now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all power and privileges granted to corporations by Chapter I of Title 29 of the Idaho Code Annotated, and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purposes.

"(3) To conduct its business and exercise all or any of its power as above specified or otherwise, in the State of Idaho and/or in any other state, territory and/or colony of the United States, the District of Columbia, any foreign country and/or any other part of the world as fully and to the same extent as natural persons might or could do, either alone or in company with others, and at its option to have one or more offices and/or places of business outside the State of Idaho, and such offices and/or places of business as it desires in said state, in addition to its registered and principal place of business.

"(4) All the foregoing provisions of this Article SECOND are to be construed both as objects and powers and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general purposes and powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or do any act which a corporation formed under the laws of Idaho now or hereafter existing may not, at the time, lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article SECOND of these Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Article contained or of any other provision of these Articles of Incorporation."

That the following is a full, true and correct copy of said Resolution No. 2, amending Article FIFTH of the Articles of Incorporation of Kellogg Power and Water Company:

RESOLVED, That Article FIFTH of the Articles of Incorporation of Kellogg Power and Water Company be and the same is hereby amended to read as follows:

"FIFTH. That the number of directors of this corporation shall be prescribed in the By-Laws."

3. That by the adoption of the aforesaid resolutions and the proceedings aforesaid, Article SECOND and Article FIFTH of the Articles of Incorporation of Kellogg Power and Water Company have been and are amended to read as shown in the respective resolutions set forth in the preceding paragraph 2 hereof.

Further affiants saith not.

(SEAL) "KELLOGG POWER AND
WATER COMPANY,
KELLOGG, IDAHO
INCORPORATED
MAY, 1900"

(Sgd. H. Williams, Jr.

(Sgd. A. D. McNab

Subscribed and sworn to before me this 7th day of August,
1939.

(Sgd. Madeline Seaman
Notary Public for the State
of New York
Residing at Brooklyn, N.Y.

My commission expires:
March 30, 1941

(SEAL)

Stamped: "NOTARY PUBLIC
Kings Co. Clk's No. 781 Reg. No. 1050
N.Y. Co. Clk's No. 87 Reg. No. 16118
Commission expires March 30, 1941.

2476-c

ARTICLES OF AMENDMENT OF KELLOGG POWER AND WATER COMPANY

Amending the Articles of Incorporation of said company to enlarge the purposes of the Corporation and to provide that the number of directors shall be prescribed in the by-laws of the Corporation.

STATE OF IDAHO
DEPARTMENT OF STATE
Secretary's Office
Boise, Idaho

Approved, filed, and admitted to the records of Articles of Incorporation of the State of Idaho and certificate issued this eleventh day of August, 1939, at 4:15 o'clock P. M.

FEES PAID

Filing - \$5.00
Recording - 2.00
Certificate - 3.00

TOTAL \$10.00

GEO. H. CUNTIS
SECRETARY OF STATE

By (Sgd) Agnes Dunn
CORPORATION CLERK

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION OF

KELLOGG POWER AND WATER COMPANY

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

H. R. Vinson, O. P. Newman and Carey H. Nixon, being each for himself duly sworn, deposes and says:

1. That Kellogg Power and Water Company now is and at all times herein mentioned has been a corporation duly organized and existing under and by virtue of the laws of the State of Idaho; that affiants, and each of them, are directors of said corporation and together constitute all and a majority of the Board of Directors of said corporation; that affiants, H. R. Vinson and O. P. Newman, now are and at all times herein mentioned have been, respectively, the President and Secretary of said corporation, and they were Chairman and Secretary, respectively, of the special meeting of stockholders of said corporation herein-after mentioned.

2. That the stockholders of said Kellogg Power and Water Company met in a special meeting at 623 Idaho Street in Boise City, Ada County, State of Idaho, on the 18th day of May, A. D. 1950, at the hour of 10:00 o'clock A. M., United States Mountain Standard Time. That said meeting was duly called on the 10th day of April, 1950, by a notice of the time, place and purposes of said meeting as specified in said notice, duly called and signed by all of the directors and by the President and Secretary of the corporation, and also by a call and waiver of notice of and consent to the time, place and purposes of said special meeting, as specified in said notice, likewise dated April 10, 1950, made and signed by all of the stockholders of all the issued and outstanding shares of all the classes of capital stock of said corporation, and also by a notice of the time, place and purposes of said special meeting, as specified in said notice, duly signed by the Secretary of the corporation, all of which calls, notices and waivers of and consent to said meeting, fixed 623 Idaho Street, Boise City, Ada County, Idaho, as the place where and the 18th day of May, A.D. 1950 at the hour of 10:00 o'clock A.M., United States Mountain Standard Time, as the time when said special meeting of the stockholders should be held, and said calls, notices and waivers of notices and consents, which were made a part of said meeting, also specified the objects and purposes for which said meeting was called, including those for the amendment of Articles "FIRST", "FOURTH" and "SIXTH" of the Articles of Incorporation of Kellogg Power and Water Company, as will appear from the action had and taken by and pursuant to the resolution and as hereinafter set forth. That on the 10th day of April, A.D. 1950, all of the stockholders of all of the issued and outstanding shares of all the classes of authorized capital stock of said corporation, in writing, acknowledged receipt of said notice, call and call and waiver of notice and consent to the holding of said special meeting of the stockholders of Kellogg Power and Water Company, called for the said 18th day of May, 1950, as aforesaid, which said last mentioned date was more than thirty days after said calls, notices and call and waiver of notice of and consent to the holding of said special meeting of the stockholders. That all of the issued and outstanding shares of all of the classes of the authorized capital stock of said corporation in the hands of present stockholders of record for at least thirty days immediately prior to said meeting and the entire voting power of all of the stockholders of said corporation were represented at said special meeting, in person or by duly executed proxies, and all of the said stockholders in said special meeting assembled by the unanimous vote of all the issued and outstanding shares of all of the classes of the capital stock of said Kellogg Power and Water Company so present, represented and participating in said meeting, duly made, passed and adopted a certain resolution amending Article "FIRST" of the Articles of Incorporation of Kellogg Power and Water Company. That the following is a full, true and correct copy of said resolution, amending Article "FIRST" of the Articles of Incorporation of Kellogg Power and Water Company:

RESOLVED, That the name and title of this corporation be changed from the name and title heretofore borne by it, to-wit, Kellogg Power and Water Company, to Idaho Water Company, and to that end Article "FIRST" of the Articles of Incorporation be, and the same hereby is amended to read as follows:

"FIRST. That the name of this corporation is Idaho Water Company."

3. That by the adoption of the aforesaid resolution and proceedings aforesaid, Article "FIRST" of the Articles of Incorporation of Kellogg Power and Water Company, has been and is amended to read as shown in the resolution set forth in the preceding paragraph 2 hereof.

4. That affiants were duly authorized and directed at said special meeting to execute, verify and deliver to the Secretary of State of the State of Idaho, Articles of Amendment to the Articles of Incorporation of Kellogg Power and Water Company as hereinbefore set forth, and to do all other acts and things to make the foregoing amendment fully effective.

H. R. VINSON

President and Chairman of the Meeting.

O. P. NEWMAN

Secretary of the meeting.

CAREY H. NIXON

and constituting all of the Directors of the corporation.

Subscribed and sworn to before me this 18th day of May, A.D. 1950.

CHAS. W. GREEN

Notary Public for the State of Idaho, residing at Boise.

My commission expires: March 19, 1953.

(SEAL)

#2476-d

ARTICLES OF AMENDMENT OF
KELLOGG POWER AND WATER COMPANY

Amendment changing name to Idaho Water Company

STATE OF IDAHO
DEPARTMENT OF STATE
Secretary's Office
Boise, Idaho

Approved, filed and admitted to the records of Articles of Incorporation of the state of Idaho and certificate issued this 18th day of May, 1950 at 4:07 o'clock P.M.

Fees Paid

Filing	\$5.00
Recording	2.40
Certificate	3.00
	<u>\$10.40</u>

J. D. CY PRICE

Secretary of State.

94 4007

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
IDAHO WATER COMPANY

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

H. R. Vinson, O. P. Newman and Carey H. Nixon, being each for himself duly sworn, deposes and says:

1. That Idaho Water Company (successor by change of name, to Kellogg Power and Water Company) now is and at all times herein mentioned has been a corporation duly organized and existing under and by virtue of the laws of the State of Idaho; that affiants, and each of them, are directors of said corporation and together constitute all and a majority of the Board of Directors of said corporation; that affiants, H. R. Vinson and O. P. Newman, now are and at all times herein mentioned have been, respectively, the President and Secretary of said corporation, and they were Chairman and Secretary, respectively, of the special meeting of stockholders of said corporation hereinafter mentioned.
2. That the stockholders of said Idaho Water Company (successor, by change of name, to Kellogg Power and Water Company) met in a special meeting at 623 Idaho Street, in Boise City, Ada County, State of Idaho, on the 18th day of May, A.D. 1950, at the hour of 10:00 o'clock A.M., United States Mountain Standard Time. That said meeting was duly called on the 10th day of April, 1950, by a notice of the time, place and purposes of said meeting as specified in said notice, duly called and signed by all of the directors and by the President and Secretary of the corporation, and also by a call and waiver of notice of and consent to the time, place and purposes of said special meeting, as specified in said notice, likewise dated April 10, 1950, made and signed by all of the stockholders of all of the issued and outstanding shares of all the classes of capital stock of said corporation, and also by a notice of the time, place and purposes of said special meeting, as specified in said notice, duly signed by the Secretary of the corporation, all of which calls, notices and waivers of and consent to said meeting, fixed 623 Idaho Street, Boise City, Ada County, Idaho, as the place where and the 18th day of May, A.D. 1950 at the hour of 10:00 o'clock A.M., United States Mountain Standard Time, as the time when said special meeting of the stockholders should be held, and said calls, notices and waivers of notices and consents, which were made a part of said meeting, also specified the objects and purposes for which said meeting was called, including those for the amendment of Articles "FIRST", "FOURTH" and "SIXTH" of the Articles of Incorporation of Kellogg Power and Water Company, now by change of name, Idaho Water Company, as will appear from the action had and taken by and pursuant to the resolution amending said Articles of Incorporation. That on the 10th day of April, A.D. 1950, all of the stockholders of all of the issued and outstanding shares of all the classes of authorized capital stock of said corporation, in writing, acknowledged receipt of said notice, call and call and waiver of notice and consent to the holding of said special meeting of the stockholders of Kellogg Power and Water Company, now by change of name, Idaho Water Company, called for the said 18th day of May, 1950, as aforesaid, which said last mentioned date was more than thirty days after said calls, notices and call and waiver of notice of and consent to the holding of said special meeting of the stockholders. That all of the issued and outstanding shares of all of the classes of the authorized capital stock of said corporation in the hands of present stockholders of record for at least thirty days immediately prior to said meeting and the entire voting power of all of the stockholders of said corporation were represented at said special meeting, in person or by duly executed proxies, and all of the said stockholders in said special meeting assembled by the unanimous vote of all of the classes of the capital stock of said Kellogg Power and Water Company, now, by change of name, Idaho Water Company, so present, represented and participating

in said meeting, duly passed and adopted a certain resolution amending Article "FIRST" of the Articles of Incorporation of Kellogg Power and Water Company, changing the name of said corporation to Idaho Water Company, and on the same day filed Articles of Amendment to the Articles of Incorporation making effective the change of name of said corporation to Idaho Water Company. That said stockholders special meeting thereupon adjourned, to meet at 623 Idaho Street, Boise City, Ada County, Idaho, on the 19th day of May, A.D. 1950, at the hour of 10:00 o'clock A.M., United States Mountain Standard Time. That at the adjourned special meeting of the stockholders, all of the issued and outstanding shares of all of the classes of the authorized capital stock of said corporation in the hands of present stockholders of record for at least thirty days immediately prior to said meeting and the entire voting power of all the stockholders of said corporation, were represented at said meeting, in person or by duly executed proxies, and all of the said stockholders in said meeting assembled, by the unanimous vote of all the issued and outstanding shares of all of the classes of the capital stock (each class of the common and preferred stock voting separately as a class) of said Kellogg Power and Water Company, now, by change of name, Idaho Water Company, so present, represented and participating at said meeting, duly made, passed and adopted two certain resolutions, one hereinafter designated as Resolution No. 1, amending Article "FOURTH", and one hereinafter designated as Resolution No. 2, amending Article "SIXTH", respectively, of the Articles of Incorporation of Idaho Water Company (successor, by change of name, to Kellogg Power and Water Company). That the following is a full, true and correct copy of said Resolution No. 1, amending Article "FOURTH" of the Articles of Incorporation of Idaho Water Company (successor, by change of name, to Kellogg Power and Water Company):

RESOLVED, That the term of the duration of Idaho Water Company (successor, by change of name, to Kellogg Power and Water Company) be, and the same is hereby extended so that the term of existence of this corporation shall be perpetual and to that end Article FOURTH of the Articles of Incorporation be, and the same is hereby amended to read as follows:

"FOURTH. That the term of existence of this corporation shall be perpetual, subject, however, to dissolution in the manner provided by law."

That the following is a full, true and correct copy of said Resolution No. 2, amending Article "SIXTH" of the Articles of Incorporation of Idaho Water Company (Successor, by change of name, to Kellogg Power and Water Company):

RESOLVED, That Article Sixth of the Articles of Incorporation of Idaho Water Company (successor, by change of name, to Kellogg Power and Water Company) be, and the same is hereby amended to read as follows:

"SIXTH. The aggregate number of shares which this corporation is authorized to issue is five thousand (5,000) non-assessable shares of common capital stock of one class only, and of the par value of One Hundred Dollars (\$100.00) per share, having an aggregate par value of Five Hundred Thousand Dollars (\$500,000.00)."

3. That by the adoption of the aforesaid Resolutions and proceedings aforesaid, Article "FOURTH" and Article "SIXTH" of the Articles of Incorporation of Idaho Water Company (successor, by change of name, to Kellogg Power and Water Company), have been and are amended to read as shown in the Resolutions set forth in the preceding paragraph 2 hereof.

4. That affiants were duly authorized and directed at said meeting to execute, verify and deliver to the Secretary of State of the State of Idaho, Articles of Amendment to the Articles of Incorporation of Idaho Water Company (successor, by change of name, to Kellogg Power and Water Company) as hereinbefore set forth, and to do all other acts and things to make the foregoing amendment fully effective.

H. R. VINSON
President and Chairman of the
meeting.

O. P. NEWMAN
Secretary of the meeting.

CAREY H. NIXON
and constituting all of the Di-
rectors of the corporation.

Subscribed and sworn to before me this 19th day of May, A. D. 1950.

(SEAL)

CHAS. W. GREENK
Notary Public for the State of
Idaho, residing at Boise,
My commission expires: March 19, 1953.

2476 - e

ARTICLES OF AMENDMENT OF
IDAHO WATER COMPANY

Amendment extending the corporate existence to perpetuity,
and increasing the capital stock to \$500,000.

STATE OF IDAHO
DEPARTMENT OF STATE
Secretary's Office
Boise, Idaho

Approved, filed, and admitted to the records of Articles of
Incorporation of the State of Idaho and certificate issued this
19th day of May, 1950 at 4:30 o'clock P. M.

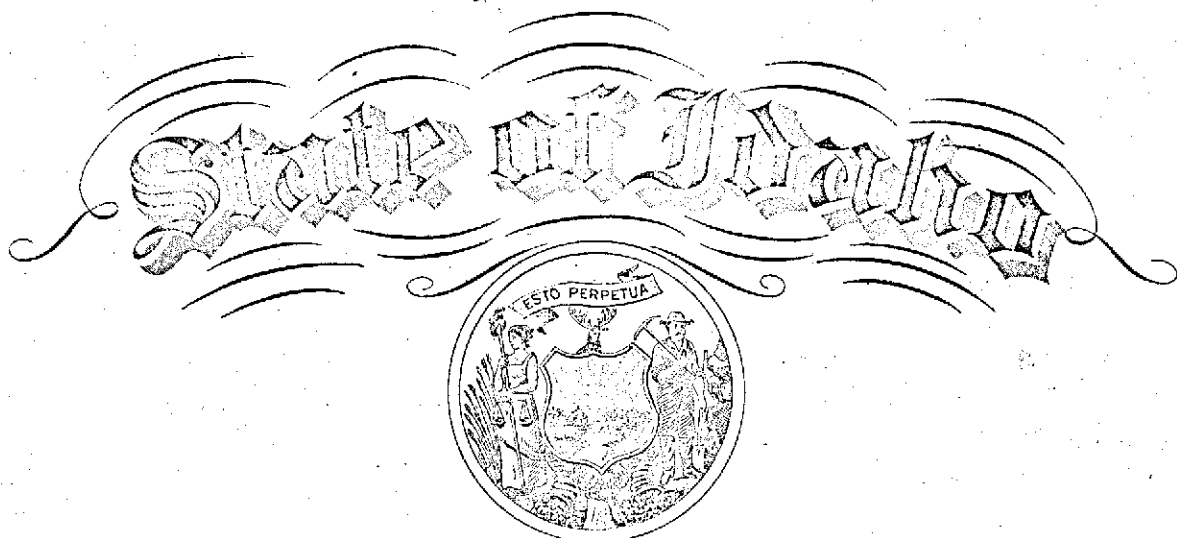
Fees Paid

Filing	\$5.00
Recording	3.20
Certificate	3.00
License tax	5.65
Total	\$16.85

J. D. (CY) PRICE
Secretary of State.

By ORA CUTSIA
Corporation Clerk.

94 4007



Department of State.

I, FRED E. LUKENS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State, do hereby certify that a certified copy of the articles of incorporation of

OSBORN UTILITIES CORPORATION

duly certified by the Recorder of Shoshone County, to be a true copy of the original articles on file in his office, was filed in this department on the fifteenth day of April A. D. One Thousand Nine Hundred and twenty-seven and is duly recorded in Book A-10 of Domestic Corporations, Records of the State of Idaho, and that the said articles contain the statement of facts required by Section 4696 of Idaho Compiled Statutes, to-wit:

FIRST, The name of the Corporation as aforesaid; SECOND, The purpose for which it was formed; THIRD, The place where its principal business is to be transacted; FOURTH, The term for which it is to exist; FIFTH, The number of its directors or trustees; SIXTH, The amount of its capital stock and the number of shares into which it is divided; SEVENTH, The amount of its capital stock actually subscribed and by whom.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a body politic and corporate, by the name stated in the articles, for the term of fifty years.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this fifteenth day of April, in the year of our Lord one thousand nine hundred and twenty-seven, and of the Independence of the United States of America the One Hundred and Fifty-first.

Secretary of State.

ARTICLES OF INCORPORATION
OF
OSBORN UTILITIES CORPORATION.

KNOW ALL MEN BY THESE PRESENTS: That, we the undersigned, all of whom are bona fide residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

That the name of this corporation shall be
OSBORN UTILITIES CORPORATION.

II.

That the objects and purposes, or business, for which this corporation is formed, are:

To purchase, acquire and take over from the Standard Dairy Company, a corporation organized and existing under the laws of the State of Idaho, what is commonly known as and called the "Myers Gulch Water Right", located on Myers Gulch, near Osburn, post office, in Shoshone County, Idaho, and the mains from the said water right to the Osborn townsite as the same is now platted, and the plat thereof on file in the office of the County Recorder of Shoshone County, Idaho, and the distributing main and system within the said townsite of Osborn.

To appropriate, purchase, lease, or otherwise acquire water rights; and to purchase, lease, or otherwise acquire water

1.

works and water systems, and to sell, mortgage, hypothecate, or otherwise dispose of the same.

To construct, purchase, lease, or otherwise acquire, maintain and operate water works for the purpose of supplying water to manufacturers, corporations and individuals, for water power, domestic or business use, and for fire protection, within the townsite of Osborn, as the same is now platted and the plat thereof on file in the Office of the County Recorder of Shoshone County, Idaho.

To purchase, manufacture, generate, store, transmit and distribute electric current for light, heat and power. To manufacture, buy, sell, import, export, lease, or otherwise acquire, and generally deal in machinery and devices for the manufacture, generation, storage, transmission and distribution of electric current for light, heat and power purposes. To erect, buy, sell, lease, or otherwise acquire, operate and maintain electric lighting, heating and power plants. To manufacture, buy, sell, or otherwise acquire, import, export and generally deal in electric apparatus of all kinds. To erect, buy, sell, lease, or otherwise acquire, maintain, and operate poles and conduits, string wires above, upon or under the streets and alleys within Osborn townsite, as shown by the plat thereof on file in the office of the County Recorder of Shoshone County, Idaho.

To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any

time appear conducive or expedient for the protection or benefit of the corporation, either as holders of, or interested in any property, or otherwise, with all the powers now, or hereafter conferred by the laws of the State of Idaho upon a corporation under the general laws of said State of Idaho.

It is the intention that the objects and powers specified and clauses contained in this paragraph shall, except where otherwise expressed in said paragraph, be no wise limited or restricted by reference to or inference from the terms of any other clause of this, or any other paragraph in these Articles of Incorporation; but that the objects and powers specified in each of the clauses of this paragraph shall be regarded as independent objects and powers.

III.

That the place where the principal business is to be transacted is Wallace, Shoshone County, Idaho.

IV.

That the term for which this corporation is to exist is Fifty (50) years from and after the date of its incorporation.

V.

That the number of Directors of this corporation shall be three (3).

VI.

That the amount of capital stock of this corporation is FIFTY THOUSAND DOLLARS (\$50,000.00) divided into Fifty Thousand (50,000) shares of the par value of One Dollar (\$1.00) each.

3.

VII.

That the amount of capital stock which has been actually subscribed is NINETEEN THOUSAND DOLLARS (\$19,000.00), which has been subscribed by the following persons:

<u>Name of Subscriber</u>	<u>No. of Shares</u>	<u>Par Value</u>
Harry L. Day	740	\$ 740.00
Jerome J. Day	750	750.00
Eleanor Day Boyce	8750	8750.00
Blanche Day Ellis	750	750.00
E. F. Gentry	7000	7000.00
Henry Lawrence Day	10	10.00
P. J. Maggy	1000	1000.00

IN WITNESS WHEREOF we, the undersigned, HENRY LAWRENCE DAY, E. F. GENTRY and P. J. MAGGY, have hereunto set our hands and seals this the 13th day of April, A. D. 1927.

Signed and sealed in the presence of:

<u>John H. Wourms</u>	<u>Henry Lawrence Day</u> (SEAL)
<u>Aileen Gullans</u>	<u>E. F. Gentry</u> (SEAL)
	<u>P. J. Maggy</u> (SEAL)

STATE OF IDAHO, }
COUNTY OF SHOSHONE. } ss

On this, the 13th day of April, A. D. 1927, before me, E. L. Wallace, a Notary Public in and for the State of Idaho, personally appeared HENRY LAWRENCE DAY, E. F. GENTRY and P. J. MAGGY, personally known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the City of Wallace, County of Shoshone, State of Idaho, on this the day and year in this certificate first above written.

(Notarial)

(Seal)

E.L. Wallace

Notary Public in and for the State of
Idaho, residing at Wallace, Idaho.

(ENDORSED) Instrument Number 74751
Articles of Incorporation of OSBORN
UTILITIES CORPORATION. Filed at the
request of John H. Wourms, Apr 13 1927,
at 11 o'clock A.M., records of Shoshone
County, State of Idaho.. Harry A. Rogers,
County Recorder, By, L.A. White, Deputy..

STATE OF IDAHO)
 : ss.
COUNTY OF SHOSHONE)

I, HARRY A. ROGERS, County Recorder in and for the
County of Shoshone, State of Idaho, do hereby certify
that I have carefully compared the foregoing copy of
the Articles of Incorporation of OSBORN UTILITIES COR-
PORATION with the original thereof, and that the same
is a full, true and correct transcript therefrom, to-
gether with all the endorsements thereon, as the same
appears on file at my office and in my custody.

IN TESTIMONY WHEREOF, I hereunto set my hand and
affix my official seal, at my office in Wallace, Idaho,
this 13th day of April A.D. 1927.

HARRY A. ROGERS, County Recorder
By *L.A. White* Deputy..

Certified Copy of the Articles of Incorporation of

OSBORN UTILITIES COMPANY

DEPARTMENT OF REVENUE
Secretary's Office

Filed this 15th

April 27

at 2:00 o'clock P.M.

certificate issued April 15th

1897. Recorded in 9-20

of Domestic Corporation

pages 51-52
pages 70000 to 70000

of Taxes.

Wm. E. Lusk

RECEIVED

2 H. Henry

420-211 INDEXED

2 - Recd

3 - Cert

510 A.P. 111 30770

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

IN THE MATTER OF THE APPLICATION)
OF IDAHO WATER COMPANY FOR A)
CERTIFICATE OF PUBLIC CONVENIENCE)
AND NECESSITY IN OSBURN, SHOSHONE)
COUNTY, IDAHO.)

CASE NO. U-1043-12

AMENDED CERTIFICATE NO. 131

IT IS HEREBY CERTIFIED that the present and future public convenience and necessity require and will require the Idaho Water Company, its successors and assigns, to own, hold, construct or otherwise acquire and to maintain and operate a water system in and supply water to the residents of the Village of Osburn, Shoshone County, Idaho, within the present and future corporate limits thereof as the same now exists or may hereafter be extended, laid out or established, for such purpose to hold, construct or otherwise acquire and to maintain and operate within said area, reservoirs, tanks, wells and other structures, and also to lay, take up, replace, renew, extend, maintain and operate water mains, pipes, conduits, hydrants and appliances and equipment in, under, along and across all streets, avenues, highways, roads and other public places in said area, to exercise all rights and privileges which have been granted unto said Idaho Water Company, its successors and assigns, by any franchise or permit conferred or hereafter conferred upon said Idaho Water Company, its successors and assigns, by Shoshone County, Idaho, or by any municipality created out of said and/or contiguous territory, or any part thereof by the State of Idaho or by any political subdivision thereof.

This Amended Certificate is predicated upon and issued pursuant to the Findings and Order of this Commission, the same being Order No. 3679 in Case No. U-1043-11, made and entered on the 21st day of July, 1967.

DATED at Boise, Idaho, this 31st day of August, 1967.

ATTEST:

Walter J. Davis
Secretary

Joseph J. Koberg
President

Harry L. Rock
Commissioner

Ralph J. Lane
Commissioner

94 4007

Exhibit 10

94 4007

CERTIFICATE

STATE OF IDAHO, } SS.
County of Ada.

I hereby certify that the foregoing is a full, true and correct copy of the original Certificate of Public Convenience and Necessity No. 181 held by the Idaho Water Company in the foregoing entitled matter, now on file in the office of the Idaho Public Utilities Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Idaho Public Utilities Commission this 19th day of May, 1971.

[Signature]
Secretary of said Commission.

STATE OF IDAHO

DEPARTMENT OF WATER ADMINISTRATION

NORTHERN DISTRICT OFFICE



Cecil D. Andrus
Governor

R. Keith Higginson
Director

401 Front Ave., Rm. 209
Coeur D'Alene, Idaho 83814
(208) 667-6484

Water Rights Administration
Water Resource Investigations
Dam and Reservoir Safety
Water Well Drilling
Waste Disposal Wells
Stream Channel Protection
Geothermal Resources

November 22, 1972

Re: Claim to a Water Right No. 94-4007

Idaho Water Company
P.O. Box 7488
Boise, ID 83701

Gentlemen:

The Department of Water Administration has completed the processing of your claim to a water right, and no further action is authorized under Section 42-225a and 42-225b, Idaho Code. Your claim will be retained in our files and will be available at any time for use by you or the court.

As you are aware, the filing of a claim does not, in itself, guarantee you a water right; it only records and preserves the information and the evidence which you included in your claim.

If, at a later date, you find that you have additional information or supporting evidence that you would like to have included in your claim file, you may have that information or evidence added at any time. Please refer to your claim number when corresponding with this office.

We are enclosing, for your records, a copy of your claim. If you have any questions, or if we can be of further assistance, please feel free to call upon us.

Very truly yours,

Fred Eisenbarth
Water Resource Supervisor
Northern District

FE:CR

Enc: copy of claim

94 4007

November 16, 1972

Re: Application for Permit No. 91-7005 - Avery School District #394
Claim to a Water Right No. 94-4007 - Idaho Water Company

North Idaho Press
507 Cedar
Wallace, ID 83873

Gentlemen:

Would you please submit affidavits of publication and certified bills in connection with the above referenced items. The legal notices were to have been published in your newspaper on October 26 and November 2, 1972.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

Fred Eisenbarth
Water Resource Supervisor
Northern District

FE:CR

94 4007

October 20, 1972

Re: Application No. 91-7005 - Avery School District #394
Claim No. 94-4007 - Idaho Water Company

North Idaho Press
507 Cedar
Wallace, ID 83873

Gentlemen:

Enclosed you will find a legal notice which we wish to have published once a week for two consecutive weekly issues of your newspaper. We have inserted the publication dates allowing ample time for you to submit us a galley proof for review before publication.

After sending us a galley proof, proceed with the publication on the dates we have inserted, assuming the notice is correct. If we have any corrections, we will notify you before the first publication. If you cannot publish the notice on the proposed dates, please contact us immediately.

An affidavit of publication must be submitted to the Department along with the publication bill. In order to receive payment, the following certification must appear on the bill:

"I hereby certify that the foregoing account is just and correct, that the amount claimed is legally due, after allowing all just credits, and that no part of the same has been paid."

(signature of claimant)

Very truly yours,

Fred Eisenbarth
Water Resource Supervisor
Northern District

Bill submitted 11-17-72 by CE

FE:CR
Enc: Legal Notices (2)

94 4007

STATEMENT

NORTH IDAHO PRESS

507 Cedar — Wallace, Idaho

Department of Water Administration
 401 Front Ave., Rm. 209
 Coeur d'Alene, Idaho 83814

Oct. 1972

Legal Notices:

Notice of Claim to a Water Right
 No. 94-4007

32 Lines 2X, Oct. 27 & Nov. 2 \$ 12 48

Notice of Application for Water
 Permit No. 91-7005

31 Lines 2X, 12 09

I hereby certify that the foregoing account is just and correct, that the amount claimed is legally due, after allowing all just credits, and that no part of same has been paid.

\$ 24 57

NORTH IDAHO PRESS

Claimant (Firm Name)

By

Name and Title

Business Manager

94 4007

NOTICE OF CLAIM TO A WATER RIGHT

NO. 94-4007

Notice is hereby given that Idaho Water Company,
P.O. Box 7488, Boise, Idaho

has filed a claim to a water right established by diversion and application
to beneficial use of 2.5 cubic feet per second ~~acre feet per annum~~
of water from East Fork of McFarren Creek
with point of diversion in the SW $\frac{1}{4}$ NE $\frac{1}{4}$, Sec. 24, T. 48N, R. 3E, B.M.,
Shoshone County

The water is claimed to be used from Jan. 1 to Dec. 31 for domestic
purposes for 566 families (Osburn and vicinity)
with a priority of 1886;
the place of use is within the town of Osborn and vicinity

Any exception to this claim of water right may be filed with the Idaho
Department of Water Administration, 401 Front Avenue, Coeur d'Alene, Idaho
83814.

R. KEITH HIGGINSON

Director

Published in the North Idaho Press, Wallace, Idaho
on Oct. 26 and Nov. 2, 1972

94 4007

fill two legals for NIP-

NIP-legal

NOTICE OF CLAIM
TO A WATER RIGHT

NO. 94-4007

Notice is hereby given that

Idaho Water Company, P.O.

Box 7488, Boise, Idaho, has

filed a claim to a water right

established by diversion and

application to beneficial use of

2.5 cubic feet per second of

water from East Fork of

McFarren Creek with point of

diversion in the SW 1/4, Sec.

24, T. 48N, R. 3E, B.M.

Shoshone County.

The water is claimed to be

used from Jan. 1 to Dec. 31 for

domestic purposes for 566

families (Osburn and vicinity)

with a priority of 1886; the

place of use is within the town

of Osburn and vicinity.

Any exception to this claim

of water right may be filed

with the Idaho Department of

Water Administration, 401

Front Avenue, Coeur d'Alene,

Idaho 83814.

R. KEITH HIGGINSON

Director

Published in the North Idaho

Press, Wallace, Idaho on Oct.

26 and Nov. 2, 1972.

94 4007

October 20, 1972

Re: Claim to a Water Right No. 94-4007 - Idaho Water Company

Kenneth G. Bergquist
Attorney at Law
P.O. Box 1775
Boise, ID 83701

Dear Mr. Bergquist:

Attached herewith is your receipt No. 8953 in the amount of \$10 for the filing fee on the above referenced claim, which was received in this office.

Very truly yours,

Fred Eisenbarth
Water Resource Supervisor
Northern District

FE:CR

Enc: Receipt

94 4007

RECEIVED
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KENNETH G. BERGQUIST
ATTORNEY AT LAW
POST OFFICE BOX 1775
BOISE, IDAHO 83701

314 EASTMAN BUILDING
TELEPHONE (208) 343-4989

Department of Water Administration
Boise, Idaho

October 17, 1972

RECEIVED
OCT 18 1972
Department of Water Administration

Mr. R. Keith Higginson, Director
Idaho Dept. of Water Administration
Statehouse - Annex 2
Boise, Idaho 83707

Re: Claim of Water Right -
Idaho Water Company

Dear Mr. Higginson:

Please find enclosed herewith for filing on behalf of Idaho Water Company, a Claim of Water Right for 2.5 c.f.s. of the waters of the East Fork of McFarren Creek in Shoshone County, Idaho, with a priority date of March 29, 1886. These waters are used for supplying the inhabitants of Osburn, Idaho and vicinity with domestic water and have been used by the applicant and its predecessors for that purpose since the date of original appropriation.

Attached to the application are the following exhibits:

- (1) Sketch of Diversion Facilities on East Fork of McFarren Gulch Creek.
- (2) Original Water Right Claim by S. V. Wm. Osborn, dated March 29, 1886.
- (3) Copy of Easement dated February 14, 1940, from American Silver Mining Company to Osborn Utilities Corporation, Harry L. Day, Eleanor Day Boyce, Blanche Day Ellis and Jerome J. Day for diversion dam and pipelines.
- (4) Copy of Easement dated May 7, 1940, from Coeur d'Alene Mines Corporation to Osborn Utilities Corporation, Harry L. Day, Eleanor Day Boyce, Blanche Day Ellis and Jerome J. Day for pipelines and storage facilities.

94 4007

Mr. R. Keith Higginson
October 17, 1972
Page Two

(5) Copy of Quit Claim Deed dated September 25, 1941, from Lucy Mix Day, Harry L. Day and Henry Lawrence Day, Executors of the Estate of Jerome J. Day, Harry L. Day, Eleanor Day Boyce and Edward Boyce and Blanche Day Ellis and Robert H. Ellis to Osborn Utilities Corporation of all waters of McFarren Creek appropriated under the claim of S. V. Wm. Osborn.

(6) Copy of Agreement dated August 1, 1942, between Osborn Utilities Corporation and Coeur d'Alene Mines Corporation for the sale and purchase of excess water not required by the residents of Osburn and vicinity.

(7) Copy of Deed dated November 30, 1945, between Carey H. Nixon, H. R. Vincen and O. P. Newman, Trustees of the Creditors and Stockholders of Osborn Utilities Corporation, to Kellogg Power and Water Company conveying all water rights of the East Fork of McFarren Creek and all of the plant and facilities of Osborn Utilities Corporation.

(8) A copy of the Articles of Incorporation of Idaho Water Company as amended, (formerly Kellogg Power & Water Company, incorporated on June 16, 1900.

(9) Copy of the Articles of Incorporation of Osborn Utilities Corporation filed April 15, 1927, (dissolved November 30, 1945).

(10) Copy of Amended Certificate No. 181 issued by the Idaho Public Utilities Commission to Idaho Water Company on August 31, 1967.

Enclosed is my check in the amount of \$10.00 for the filing fee.

Very truly yours,


KENNETH G. BERGQUIST

KGB:rh
Enc.

94 4007