

ARTICLES OF INCORPORATION
OF
EAGLE ISLAND WATER USERS ASSOCIATION, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens of the State of Idaho, and of the United States of America, desiring to form a corporation not for profit under the laws of the State of Idaho, do hereby voluntarily associate ourselves together to form a non-profit corporation, and we do hereby certify:

I

The name of the corporation shall be "EAGLE ISLAND WATER USERS ASSOCIATION, INCORPORATED".

II

The corporation shall have its principal place of business and the post office address of its registered office at the city of Eagle, Ada County, Idaho.

III

The duration of said corporation shall be perpetual.

IV

The purposes for which said corporation is formed are:

1. To purchase, store and use water that is accumulated in the active capacity owned by the company in Lucky Peak Reservoir, the dam for which is operated by the Bureau of Reclamation and is located in Ada County, Idaho; to construct, operate and maintain other water reservoirs and water retention basins; and to contract for capacity in said Lucky Peak Reservoir and any other reservoirs and retention basins, and to operate and maintain that acapacity in said Lucky Peak Reservoir and in other reservoirs or water retention basins, as the need arises.
2. To enter into contracts and obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, for any or all of the corporate purposes.

3. To fix, charge and collect from its stockholders assessments for the purpose of paying debts of the corporation and of paying expenses and conducting the business of the corporation, and to have power to levy and collect the assessments for such shares in the manner and form and to the extent provided by Section 30-157, Idaho Code, and as it may hereafter be amended, but the corporation shall not engage in any activities which in the normal course of business could result in profit, it being a mutual water company.

4. To incur indebtedness without limit as to amount, and to draw, make, accept, endorse or transfer, assign, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, whether secured or unsecured; provided, however, the stockholders shall not be personally liable for any such indebtedness so incurred.

5. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized for the operation, control or management of an irrigation project or canal system or for the purpose of furnishing water to its shareholders and not for profit or hire as provided in Section 42-2401, Idaho Code, and as it may be amended, and as are not in conflict with Chapter 1, Title 30, Idaho Code, and acts amendatory thereto.

6. To do any act or thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any of the aforesaid purposes and objects insofar as the same do not conflict with the laws of the State of Idaho.

V

The amount of the capital stock of this corporation, comprising shares of no par value, shall be divided into fifteen thousand (15,000) shares of assessable common stock. Only those landowners who have been allocated supplemental water from Lucky Peak Reservoir by the United States Bureau of Reclamation shall be entitled to own or hold stock in this corporation. Each such person shall be entitled to purchase one (1) share of stock for each acre foot of water allocated to that person by the Bureau of Reclamation and at a price of twenty cents (20¢) per share.

VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares Subscribed</u>
Leonard Mace	Eagle, Idaho	1
Harlan Joplin	Eagle, Idaho	1
Norman Marshall	Eagle, Idaho	1

VII

The Board of Directors shall have the power to adopt a Code of By-Laws, and to repeal, amend, or adopt a new Code of By-Laws, by such vote as shall be provided in the By-Laws.

VIII

No contract or other transaction between the corporation and any other corporation, whether or not a majority of shares of capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecunarily or otherwise interested in or are directors or officers of such other corporation; and directors individually or any firm of which such directors may be a member, may be a party to or may be pecunarily or otherwise interested in any contract or transaction of the

corporation; provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of any such other corporation, or who is so interested, may be counted as determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction with a like force and effect as if he were not such director or officer of such corporation or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of September, 1967.

Harlan Joplin
Leonard Mace
Norman Marshall

STATE OF IDAHO ∅
: ss.
County of Ada ∅

On this 30th day of September, 1967, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared Leonard Mace, Harlan Joplin and Norman Marshall, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation and acknowledged to me that they executed the same.

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

Robert C. Baker



Department of State

CERTIFICATE OF INCORPORATION

I, ~~ARNOLD WICHMARRUSA~~ Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

EAGLE ISLAND WATER USERS ASSOCIATION, INCORPORATED

was filed in the office of the Secretary of State on the **fourth** day of **October** A.D. One Thousand Nine Hundred **sixty-seven** and recorded on Film No. **11176** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 39-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Eagle, Idaho** in the County of **Ada**

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 **4th** day of **October** A.D., 19 **67**

Secretary of State.

State of Idaho

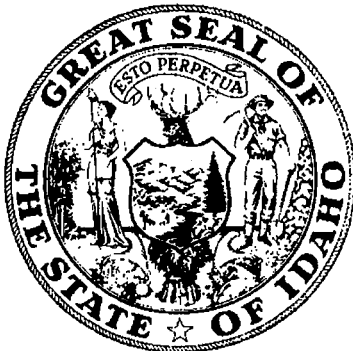
Department of State

CORPORATION REINSTATEMENT CERTIFICATE

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, do hereby certify that EAGLE ISLAND WATER USERS ASSOCIATION, INCORPORATED, a corporation organized under the laws of the State of Idaho, forfeited its corporate powers or its right to do business in the State of Idaho on November 30, 1982.

I FURTHER CERTIFY That the corporation has on March 13, 1984, been reinstated on the records of this office, and that its corporate powers or its right to do business in the State of Idaho are hereby restored.

Dated: March 13, 1984



Pete T. Cenarrusa

SECRETARY OF STATE

By: _____