

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF BOISE CITY CANAL COMPANY**

A meeting of the members of Boise City Canal Company was held on January 11, 2020, at which time the following Amended and Restated Articles of Incorporation of Boise City Canal Company (the “Amendments”) were adopted. A quorum was present at such meeting. The Amendments received the majority of votes which members present at such meeting in person or by proxy were entitled to cast.

Set forth below is the full text of the Articles of Incorporation as amended. These Amended Articles of Incorporation of Boise City Canal Company supersede the original Articles of Incorporation and all amendments thereto.

**Article I
NAME**

The name of the Corporation is Boise City Canal Company.

**Article II
NON-PROFIT STATUS**

The Corporation is a non-profit corporation.

**Article III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**Article IV
PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To own, hold and provide for the acquisition, disposition, use, maintenance and preservation of all real and personal property of the Corporation, now owned or hereafter acquired, including, but not limited to, its water, water rights, and water appropriations, the diversion dam in the Boise River, the canal, rights of way for the canal, headgates, pumps, flow metering or water measuring devices, stack books, minute books, books of account, general corporate records and all other real and personal property used or useful in the operation of the Corporation.

B. To operate the Boise City Canal for the benefit of the members of the Corporation and, to that end, to divert, run, convey and distribute its water to the members into the heads of the laterals of members only or to such other point(s) of diversion as may be approved by the board of directors for use by the members for irrigation. The Corporation's water may be used for other purposes, such as, but not limited to, municipal, stockwater, fish propagation, mitigation, aesthetic, wildlife, and other beneficial uses, insofar as the board of directors determines that use benefits the Corporation and its members and in compliance with Idaho law.

C. To operate as a mutual ditch or irrigation company within the meaning of Section 501(c)(12) of the Internal Revenue Code of 1986, as amended from time to time, and to that end, to derive at least eighty-five percent (or such other proportion as may be from time to time be set forth in Section 501(c)(12) or any amendment thereof or substitute therefor) of its income from the members of the Corporation for the sole purpose of meeting losses and expenses of the Corporation.

D. To exercise all powers granted by law which are necessary and proper to carry out the above-stated purposes. Nothing contained in these Articles of Incorporation shall be deemed to authorize or permit the Corporation to carry out any business for profit, to exercise any power, or to do any act that a corporation formed under Title 30, Chapter 30, Idaho Code titled the Idaho Nonprofit Corporation Act (the Act), or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article V
MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act and these Articles and are consistent with the management authority that these Articles grant the board of directors of the Corporation. Any person who has access to a lateral ditch or pipeline capable of carrying Boise City Canal water to such a person's property from the Boise City Canal or who owns or has a right to use another means of diversion, including the non-diversion of water for mitigation use, which has been approved by the board of directors of the Corporation as to the point of diversion and type of diversion works may become a member of the Corporation. Membership in the Corporation shall be evidenced by shares of stock issued in accordance with Article VI hereof.

Article VI
PROVISIONS REGARDING SHARES OF STOCK

A. The Corporation shall issue shares of stock to evidence the rights of its members to use the water and water rights of the Corporation. The aggregate number of shares of stock which the Corporation shall have authority to issue is 2400 shares, of one class only. The par value of each share is ten dollars.

B. Shares may only be issued to, held by, or acquired (whether by operation of law or otherwise) by persons who meet the membership qualifications set forth in Article V of these Articles.

C. Each share shall entitle the owner thereof to use the water of the Corporation to irrigate up to one acre, at a maximum rate of three-quarters of one miner's inch per acre. For non-irrigation uses, each share shall entitle the owner thereof to apply to beneficial use up to three-quarters of a miner's inch of the water of the Corporation.

D. Unless otherwise agreed in writing pursuant to a Voting Agreement, each outstanding share shall entitle the shareholder to one vote on each matter submitted to a vote at a meeting of shareholders. Treasury shares shall not be

voted at any meeting or counted in determining the total number of outstanding shares at any given time.

E. Shareholders of the Corporation shall not have any preemptive rights to purchase shares of stock of the Corporation.

F. The Corporation may sell or lease treasury shares to existing shareholders or new shareholders even if the proposed use is outside of the existing boundaries of the Corporation. The terms of any purchase or lease of shares shall be determined, in the discretion of the Corporation, and may include terms relating to voting restrictions and/or alternative assessment rates or fees for the delivery and use of the Corporation's water rights. Provided, however, the assessment rates or fees for purchasers or lessees of shares may not be less than the assessments levied against existing shareholders.

Article VII

ASSESSMENTS

The board of directors is hereby authorized to fix, levy, collect and enforce by any lawful means payment of assessments on outstanding shares of stock of the Corporation for the purposes of meeting the expenses of the Corporation incurred in the management, operation and maintenance of the Boise City Canal and the protection, preservation and conservation of the water and water rights of the Corporation. Subject to any provisions set forth in the Bylaws regarding assessments, the board of directors may fix the amount of assessments from time to time, and make assessments payable at such times or intervals, and upon such notice, and by such methods as the directors may prescribe. Subject to any provisions set forth in the Bylaws with regard to collection of assessments, assessments shall be enforceable by action at law, including but not limited to a lien upon real property, or by the forfeiture of the shares against which delinquent assessments were levied, or both, upon notice given in writing to the member liable therefore twenty days before commencement of such action or such forfeiture.

Article VIII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its board of directors. The board of directors shall consist of five individuals, each of whom at all times shall be a member of the Corporation. Directors shall be elected by members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

Article IX

LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any such breach of the director's duty of loyalty to the Corporation or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for any transaction from which the director derived an improper personal benefit. If, after approval of this Article IX by the members, the Act is amended to authorize corporate action further elimination or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of this Article IX by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article X

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 1655 W. Fairview Avenue, Boise, Idaho 83702, and the name of the registered agent at this office is Mike Harrison.

Article XI

DISTRIBUTION ON DISSOLUTION

In the event of dissolution of the Corporation, each member, including former members, shall receive such member's proportionate share of the Corporation's property and assets based upon patronage, insofar as is practicable, after paying or providing for the payment of all debts of the Corporation.

Article XII
BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Bylaws may contain provisions, not inconsistent with the law or with these Articles, for the regulation and management of the affairs of the Corporation, for the sale of shares to persons who meet the membership qualifications set forth herein, and for assessments to carry on the business of the Corporation. The powers to alter, amend, or repeal the Bylaws or to adopt new Bylaws is hereby delegated to the board of directors.

Article XIII
AMENDMENT

These Articles of Incorporation may be amended by majority vote of the members present at the annual meeting of members.

IN WITNESS WHEREOF, the President and Secretary have set their hands the ____ day of _____, 2020.

BOISE CITY CANAL COMPANY

By: _____

Alan Winkle, President

ATTEST:

Catherine Cooper, Secretary

VERIFICATION

STATE OF IDAHO)
) ss.
County of Ada)

Alan Winkle, being first duly sworn, deposes and says that he is the President of BOISE CITY CANAL COMPANY, that he has read the foregoing Amended and Restated Articles of Incorporation of Boise City Canal Company, that he knows the contents thereof, and believes the facts therein to be true.

Alan Winkle

STATE OF IDAHO)
) ss.
County of Ada)

I, _____, a Notary Public, do hereby certify on the _____ day of _____, 2020, personally appeared Alan Winkle, who being by me first duly sworn, declared that he is President of BOISE CITY CANAL COMPANY, that he signed the foregoing document, and the statements therein contained are true.

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

Notary Public for Idaho
Residing at _____
My commission expires _____, 20__.