

Ronald S. Yockim
Attorney at Law
P.O. Box 2456
Roseburg, OR 97470

2009-004582

Klamath County, Oregon



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ARTICLES OF INCORPORATION

OF

WOOD RIVER DISTRICT IMPROVEMENT COMPANY

FILED
MAR 19 2009

OREGON
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, That ROGER NICHOLSON, DWIGHT MEBANE, HELEN MEBANE, AGRIWATER, LLC, and MALCOLM BEECH INVESTMENTS, LLC, have this day associated themselves together for the purpose of forming an improvement district under the provisions of Chapter II, Title 122, O.C.L.A.; ORS 544, and Amendments thereto, and for the purpose do hereby make and subscribe in triplicate the following Articles of Incorporation.

ARTICLE 1

The name of this corporation shall be WOOD RIVER DISTRICT IMPROVEMENT COMPANY.

ARTICLE 2

The duration of the corporation shall be hence forth and perpetual.

ARTICLE 3

The particular lands to be improved and benefited by the works of the corporation are as follows:

Beginning at a point in the section line marking the Southerly boundary of Section 17, T. 33S., R. 7 ½ E., W.M., which is 753.1 feet Westerly along said section line from the section corner common to Sections 16, 17, 20 and 21, T. 33 S., R. 7 1/2 E., W. M., said point being in a line which is 20 feet distant Westerly from the center line of the Wood River Ditch as the same is now located and constructed; thence Northerly and Northeasterly along said line 20 feet distant Westerly and Northwesterly from the said center line of the Wood River Ditch 8000 feet, more or less to its intersection with the section line marking the Northerly boundary of the said Section 16; thence Easterly along said section line 470 feet, more or less, to the Southeasterly corner of Lot 12, of Section 9, T. 33S., R. 7 ½ E., W.M.; thence Southeasterly 1525 feet, more or less, to a point in the section line marking the Easterly boundary of the said Section 16, which is 720 feet Southerly from the section corner common to Sections 9, 10, 15 and 16, T. 33 S., R. 7 ½ E., W.M.; thence Northerly along the section line marking the Easterly boundaries of the said Section 16 and 9, 1600 feet, more or less, to a point in the thread or center line of Anna Creek, a natural water course; thence Northwesterly along the said thread or center line of Anna Creek, 700 feet, more or less, to its intersection with the line marking the Northerly boundary of Lot 13, of the said Section 9; thence Easterly, along the line marking the Northerly boundaries of the said Lot 13 of the said Section 9, and of Lots 20 and 21 of Section 10, T. 33S., R. 7 ½ E., W.M., 1950 feet, more or less, to a point on the Right or Westerly bank of Wood River; thence Southerly and following the said Right or Westerly bank of Wood River, 2600 feet, more or less, to its intersection with a line parallel with and 630 feet Easterly from the Westerly boundary of Lot 10, of the said Section 15; thence S. 60° 00' E., 130 feet more or less, to a point on the said

Right or Westerly bank of Wood River; thence Southerly and following the said Right or Westerly bank of Wood River, 2400 feet, more or less, to its intersection with the line marking the Southerly boundary of the said Lot 10, of the said Section 15, at a point approximately 300 feet Easterly from the Southwesterly corner of the said Lot 10; thence S. 48° 00' W., 325 feet, more or less, to a point on the said Right or Westerly bank of Wood River; thence Southerly along the said Right or Westerly bank of Wood River 400 feet, more or less, to its intersection with the line marking the Westerly boundary of Lot 13, of the said Section 15, at a point approximately 575 feet Southerly from the Northwesterly corner of the said Lot 13; thence S. 84° 00' W., 230.0 feet; thence S. 12° 00' W., 745 feet, more or less, to a point in the line marking the Southerly boundary of Lot 12, of the said Section 15; thence Westerly along the said Southerly boundary of the said Lot 12, 950 feet, more or less, to the Southwesterly corner of the said Lot 12; thence Southerly along the section line marking the Easterly boundary of the said Section 16, T. 33S., R. 7 ½ E. W.M., 540 feet, more or less, to its intersection with a line parallel with and twenty feet distant Northwesterly from the center line of the Melhase Ditch, as the same is now located and constructed; thence Southwesterly along said line, parallel with and twenty-feet distant Northwesterly from the center line of the said Melhase Ditch, 4500 feet, more or less, to the Northeasterly corner of the SE ¼ - NW ¼ of the said Section 21, T. 33S., R. 7 ½ E., W.M.; thence Southerly along the North and South center line of the said Section 21, 3960 feet, more or less, to the South quarter corner of the said Section 21; thence Westerly along the section line marking the Southerly boundary of the said Section 21, 2640 feet, more or less to the section corner common to Sections 20, 21, 28 and 29, T. 33S., R. 7 ½ E., W.M.; thence Southerly along the section line marking the Easterly boundary of Section 29, T. 33S., R. 7 ½ E., W.M., 5280 feet, more or less, to the section corner common to Sections 28, 29, 32 and 33, T. 33 S., R. 7 ½ E., W.M.; thence Westerly along the section line marking the Southerly boundary of the said Section 29, T. 33 S., R. 7 ½ E., W.M., 1320 feet, more or less, to the Northeasterly corner of the NW ¼ - NE ¼ of the said Section 32; thence Southerly along the line marking the Easterly boundary of the said NW ¼ - NE ¼ of the said Section 32, 1320 feet, more or less, to the Southeasterly corner of the said NW ¼ - NE ¼ of the said Section 32; thence Westerly along the line marking the Southerly boundary of the said NW ¼ - NE ¼ of the said Section 32, 1320 feet, more or less, to the Northeasterly corner of the SW ¼ - NW ¼ of the said Section 32; thence Southerly along the line marking the Easterly boundary of the said SW ¼ - NW ¼ of the said Section 32, 1320 feet, more or less, to the Southeasterly corner of the SE ¼ - NW ¼ of the said Section 32; thence Westerly along the line marking the Southerly boundary of the said SE ¼ - NW ¼ of the said Section 32, 1320 feet, more or less, to the Northeasterly corner of the W ½ - SW ¼ of the said Section 32; thence Southerly along the line marking the Easterly boundary of the said W ½ - SW ¼ of the said Section 32, T. 33S., R. 7 ½ E., W.M., 2640 feet, more or less, to the Southeasterly corner of the said W ½ - SW ¼ of the said Section 32; thence Westerly along the section line marking the Southerly boundary of the said W ½ - SW ¼ of the said Section 32, 960 feet, more or less, to its intersection with a line parallel with and 360 feet distant Easterly from the section line marking the Westerly boundary of the said Section 32; thence Northerly along the said line parallel with and 360 feet distant Easterly from said section line, marking the Westerly boundary of the said Section 32, 2640 feet, more or less, to a point in the line marking the Northerly boundary of the said W ½ - SW ¼ of the said Section 32; thence Westerly along said line marking the Northerly boundary of said W ½ - SW ¼ of the said Section 32, 360 feet, more or less, to the quarter corner on the West side of said Section 32; thence Northerly along the section line marking the Westerly boundaries of said Section 32 and Section 29, T. 33 S., R. 7 ½ E., W.M., 3960 feet, more or less to the Southeasterly corner of the NE ¼ - SE ¼ of Section 30, T. 33 S., R. 7 ½ E., W.M.; thence Westerly along the Southerly boundary of the said NE ¼ -

SE ¼ of the said Section 30, 1320 feet, more or less, to the Southwesterly corner of the said NE ¼ - SE ¼ of the said Section 30; thence Northerly along the Westerly boundary of the said NE ¼ - SE ¼ of the said Section 30, 1320 feet, more or less, to the Northwesterly corner of the said NE ¼ - SE ¼ of the said Section 30; thence Easterly along the Northerly boundary of the said NE ¼ - SE ¼ of the said Section 30, 1320 feet, more or less, to the Northeasterly corner of the said NE ¼ - SE ¼ of the said Section 30, the same being the quarter corner on the Westerly side of Section 29, T. 33 S., R. 7 ½ E., W. M.; thence Northerly along the section line marking the Westerly Boundary of the said Section 29, 1320 feet, more or less, to the Northwesterly corner of the S ½ - NW ¼ of the said Section 29; thence Easterly along the Northerly boundary of the said S ½ - NW ¼ of the said Section 29, 2640 feet, more or less, to the Northeasterly corner of the said S ½ - NW ¼ of the said Section 29; thence Northerly along the North and South center lines of the said Section 29, and the Section 20, T. 33S., R. 7 ½ E., W.M., 6600 feet, more or less, to the Northerly quarter corner of the said Section 20; thence Easterly along the section line marking the Northerly boundary of the said Section 20, 1887 feet, more or less, to the said point of beginning.

Saving and excepting therefrom a tract of land described as follows:

Beginning at the Southeasterly corner of the SW ½ - SE ¼ of Section 16, T. 33 South, R. 7 ½ E., W.M.; thence Westerly along the section line marking the Southerly boundary of the said Section 16, 209 feet; thence North 420 feet; thence East 419 feet; thence South 420 feet to a point in the said section line marking the Southerly boundary of the said Section 16; thence Westerly along the said section line 210 feet, to the place of beginning.

The respective parcels and owners as they were set forth in the original Articles of Incorporation and the total number of acres owned by each are as follows:

Agriwater, LLC

Section 20	S ½ - SW ¼	80.0 Acres
Section 29	NW ¼ - NE ¼	40.0 Acres
Section 29	SW ¼ - NE ¼	40.0 Acres
Section 29	SW ¼ - NW ¼	40.0 Acres
Section 29	SE ¼ - NW ¼	40.0 Acres
Section 29	NE ¼ - SW ¼	40.0 Acres
Section 29	N ½ - NW ¼	80.0 Acres
Section 29	NW ¼ - SW ¼	40.0 Acres
Section 29	<u>SW ¼ - SE ¼</u>	<u>40.0 Acres</u>
		440.0 Acres

Malcolm Beech Investments, LLC

Section 9 Lot 13	2.6 Acres
Section 10 Lot 20	40.5 Acres
Section 10 Lot 21	10.1 Acres
Section 15 Lot 10	22.7 Acres
<u>Section 16 Lot 5</u>	<u>34.8 Acres</u>
	110.7 Acres

Dwight Mebane & Helen Mebane

Section 29 SW $\frac{1}{4}$ - SW $\frac{1}{4}$ 40.0 Acres
Section 30 NE $\frac{1}{4}$ - SE $\frac{1}{4}$ 40.0 Acres
Section 32 NW $\frac{1}{4}$ - NW $\frac{1}{4}$ 40.0 Acres
Section 32 SW $\frac{1}{4}$ - NW $\frac{1}{4}$ 39.1 Acres
Section 32 SE $\frac{1}{4}$ - NW $\frac{1}{4}$ 25.3 Acres

184.4 Acres

Dwight Mebane & Helen Mebane

Section 21 SE $\frac{1}{4}$ - NW $\frac{1}{4}$ 40.0 Acres
Section 16 NW $\frac{1}{4}$ - SW $\frac{1}{4}$ 18.2 Acres
Section 17 NE $\frac{1}{4}$ - SE $\frac{1}{4}$ 14.3 Acres
Section 17 SE $\frac{1}{4}$ - SE $\frac{1}{4}$ 23.7 Acres

96.2 Acres

Malcolm Beech Investments, LLC

Section 29 SE $\frac{1}{4}$ - SW $\frac{1}{4}$ 40.0 Acres
Section 29 SW $\frac{1}{4}$ - SE $\frac{1}{4}$ 40.0 Acres
Section 32 NW $\frac{1}{4}$ - NE $\frac{1}{4}$ 38.9 Acres
Section 32 NE $\frac{1}{4}$ - NW $\frac{1}{4}$ 40.0 Acres

158.9 Acres

Malcolm Beech Investments, LLC

Section 15 Lot 11 39.5 Acres
Section 15 Lot 12 33.8 Acres
Section 15 Lot 13 1.1 Acres
Section 16 Lot 6 31.8 Acres
Section 16 Lot 7 11.0 Acres

117.2 Acres

Roger Nicholson

Section 16 Lot 3 20.4 Acres
Section 16 Lot 4 26.4 Acres
Section 16 Lot 7 1.0 Acres

47.8 Acres

Malcolm Beech Investments, LLC

Section 32 SE $\frac{1}{4}$ - NW $\frac{1}{4}$ 12.5 Acres
Section 32 NW $\frac{1}{4}$ - SW $\frac{1}{4}$ 28.4 Acres
Section 32 SW $\frac{1}{4}$ - SW $\frac{1}{4}$ 29.1 Acres

70.0 Acres

Roger Nicholson

Section 20 NE $\frac{1}{4}$ - NE $\frac{1}{4}$ 39.3 Acres
Section 20 NW $\frac{1}{4}$ - NE $\frac{1}{4}$ 39.3 Acres
Section 20 SW $\frac{1}{4}$ - NE $\frac{1}{4}$ 40.0 Acres
Section 20 SE $\frac{1}{4}$ - NE $\frac{1}{4}$ 40.0 Acres
Section 20 NE $\frac{1}{4}$ - SE $\frac{1}{4}$ 40.0 Acres
Section 20 NW $\frac{1}{4}$ - SE $\frac{1}{4}$ 40.0 Acres

Section 20 SW ¼ - SE ¼ 40.0 Acres
Section 20 SE ¼ - SE ¼ 40.0 Acres

318.6 Acres

Dwight Mebane & Helen Mebane

Section 21 NW ¼ - NW ¼ 20.0 Acres
Section 21 SW ¼ - NW ¼ 20.0 Acres
Section 21 NE ¼ - SW ¼ 40.0 Acres
Section 21 NW ¼ - SW ¼ 40.0 Acres
Section 21 SW ¼ - SW ¼ 40.0 Acres
Section 21 SE ¼ - SW ¼ 40.0 Acres

200.0 Acres

Dwight Mebane & Helen Mebane

Section 16 SW ¼ - SW ¼ 38.4 Acres
Section 16 SE ¼ - SW ¼ 38.4 Acres
Section 16 SW ¼ - SE ¼ 37.8 Acres
Section 21 NE ¼ - NE ¼ 4.5 Acres
Section 21 NW ¼ - NE ¼ 26.8 Acres
Section 21 NE ¼ - NW ¼ 39.6 Acres
Section 21 NW ¼ - NW ¼ 20.0 Acres
Section 21 SW ¼ - NW ¼ 20.0 Acres

225.5 Acres

Dwight Mebane & Helen Mebane

Section 16 SW ¼ - NW ¼ 0.1 Acres
Section 16 SE ¼ - NW ¼ 17.0 Acres
Section 16 NE ¼ - SW ¼ 40.4 Acres
Section 16 NW ¼ - SW ¼ 15.0 Acres
Section 16 NW ¼ - SE ¼ 40.8 Acres
Section 16 Lot 1 18.5 Acres
Section 16 Lot 2 48.5 Acres

180.3 Acres

Malcolm Beech Investments, LLC

Section 29 NE ¼ - NE ¼ 40.0 Acres
Section 29 SE ¼ - NE ¼ 40.0 Acres
Section 29 NE ¼ - SE ¼ 40.0 Acres
Section 29 SE ¼ - SE ¼ 40.0 Acres

160.0 Acres
2,309.6 Acres

All in T. 33S., R. 7 ½ E., W.M. in Klamath County, Oregon.

These parcels are now owned by the parties hereto.

ARTICLE 4

The purpose and intent of the corporation shall be:

1. To furnish the above described land with water for irrigation purposes by conveying water from Wood River to the said lands in a certain ditch known as Wood River Ditch.
2. To do and perform any and all acts and things which a corporation of this nature is authorized or empowered to do under the laws of the State of Oregon to accomplish the general purposes of the corporation.

ARTICLE 5

The Board of Directors are:

Roger Nicholson	Richard Nicholson	Ambrose McAuliffe
P.O. Box 458	P.O. Box 458	P.O. Box 456
Fort Klamath, OR 97626	Fort Klamath, OR 97626	Fort Klamath, OR 97626

The number of directors shall be three and the names and addresses of the first members holding the office of directors are the above stated.

It shall be determined by lot which of the above named directors shall hold office for one year, two years, and three years. One director shall be elected annually for a period of three years, said election to be held at the annual meeting of the corporation on the third Monday in May of each year or as such other time as set by the Board of Directors.

The Incorporators are: Roger Nicholson, P.O. 458, Fort Klamath, OR 97626; Dwight Mebane and Helen Mebane, 10330 Nicholson Rd, Fort Klamath, OR 97626; Agriwater, LLC, P.O. Box 458, Fort Klamath, OR 97626; and Malcolm Beech Investments, LLC, 11161 Table Rock Road, Central Point, OR 97502-9339

3. The registered agent shall be: Ronald S. Yockim, 430 S.E. Main Street, Roseburg, Oregon 97470. All notices shall be mailed to the registered agent.

ARTICLE 6

The principal office of the corporation shall be located at 430 SE Main Street, Roseburg, Douglas County, Oregon.

ARTICLE 7

The corporation is not organized for the purpose of profit to the corporation or the members thereof other than the benefits accruing from the improvements to be made which are as follows:

(a) The proposed improvements are for agricultural purposes and will be conducive to public welfare, utility and benefit.

(b) The benefits of such proposed improvements will exceed the damage to be done and the best interest of the lands therein described and to the owners thereof and the public at large to be promoted by the formation and operation of the district and the completion of the proposed improvements.

(c) The formation of a corporate district under the provisions of Chapter II, Title 122 OCLA is a proper and advantageous method of accomplishing the improvement and protection of the lands above described.

(d) All revenue and income of the corporation from whatsoever source shall be received, held and used and expended exclusively for the payment of the costs and expenses of such improvements and the maintenance thereof, and the payment of indebtedness, interest, costs and expenses of the corporation incurred thereafter and for the operation, maintenance and necessary expenses of the corporation in the conduct of its business for the purposes thereof as stated in its articles of incorporation according to law.

(e) Neither the corporation nor any of its members thereof shall profit from the business of the corporation other than from the benefits of the improvement of the land hereinabove described for which the corporation is formed.

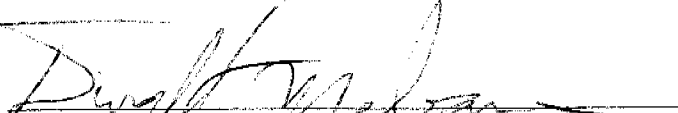
(f) It is the intention and desire of all persons owing and having an interest in any of the above described land to organize the corporation as a public corporation of Oregon under the provisions of Chapter II, Title 122 OCLA with the rights and privileges of a public corporation by the unanimous voluntary consent of all persons owning or having an interest in said real property.

(g) To accomplish the purpose set out in these articles of incorporation all of the land owners and persons having an interest in any of the land above described do hereby consent and join in such corporation by subscribing their respective names thereto.

IN WITNESS WHEREOF, we have hereunto set our hands in triplicate this
23 day of February 2009.



ROGER NICHOLSON



DWIGHT MEBANE



HELEN MEBANE



AGRIWATER, LLC

MALCOLM BEECH INVESTMENTS, LLC

CATHERINE WOOD, Member

IN WITNESS WHEREOF, we have hereunto set our hands in triplicate this
23rd day of February, 2009.

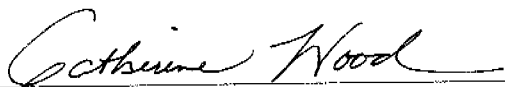
ROGER NICHOLSON

DWIGHT MEBANE

HELEN MEBANE

AGRIWATER, LLC

MALCOLM BEECH INVESTMENTS, LLC


CATHERINE WOOD, Member