



Secretary of State

Jason M. Gant

Date: May 10, 2012

State Capitol | 500 East Capitol Avenue | Pierre, South Dakota 57501 | sdsos@state.sd.us | sdsos.gov

To: RENE ANDERSON
BENNETT MAIN & GUBBRUD
618 STATE ST
BELLE FOURCHE SD 57717

RECEIVED

MAY 12 2012

From: Secretary of State Jason M. Gant
Corporations Division

Re: WALTON-SCHULER DITCH COMPANY
Nonprofit Articles of Incorporation

The articles of incorporation have been received and filed on behalf of the **WALTON-SCHULER DITCH COMPANY**.

Enclosed is the Certificate of Incorporation attached to the duplicate articles along with a receipt for fee of \$30.00.

SDCL 47-24-9 requires nonprofit corporations to file a corporate report every year between the anniversary date of incorporation and prior to the first day of the second month following. A report form will be mailed to the registered agent for timely filing. Please contact our office if your registered agent or agent's address changes you **must** file a Statement of Change which is available at <http://www.sdsos.gov> or by calling this office.

Thank you.



SOUTH DAKOTA
SECRETARY OF STATE
Jason M. Gant



Receipt Details

Payment for Invoice Number 41125 has been completed successfully. Please use the print button below to print out this page as a receipt.

Corporate Name: WALTON-SCHULER DITCH COMPANY
Corporate ID: NS014839
Remitter Name: BENNETT MAIN GUBBRUD
Remitter Address: 618 STATE ST
Remitter City: BELLE FOURCHE
Remitter State: SD
Remitter Zip: 57717
Invoice Number: 41125
Invoice Date: 5/10/2012 3:49:04 PM
Invoice Type: Articles of Incorporation
Payment Type: Check
Total: \$30.00

Description	Amount	Quantity
Articles of Incorporation	\$30.00	1

[Print this page](#)

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

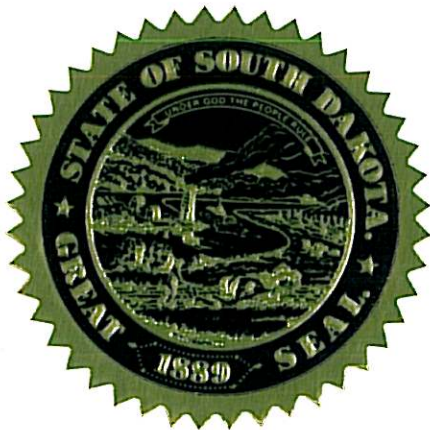
Certificate of Incorporation Nonprofit Corporation

ORGANIZATIONAL ID #: NS014839

I, **Jason M. Gant**, Secretary of State of the State of South Dakota, hereby certify that the Articles of Incorporation of **WALTON-SCHULER DITCH COMPANY** duly signed and verified, pursuant to the provisions of the South Dakota Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issued this Certificate of Incorporation and attach hereto a duplicate of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this May 10, 2012.



Jason M. Gant
Secretary of State

Cert of Incorp Non Profit Merge

COPY

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501
605-773-4845
Fax 605-773-4550

Filed this 10th day of May, 2012
Jason Faust
SECRETARY OF STATE

RECEIVED
MAY 10 2012
S.D. SEC. OF STATE

ARTICLES OF INCORPORATION

Executed by the undersigned for the purpose of forming a South Dakota Corporation under SDCL 47-22 South Dakota Nonprofit Corporation Act.

**ARTICLE I
NAME**

The name of the corporation is: **WALTON-SCHULER DITCH COMPANY.**

**ARTICLE II
EXISTENCE**

The period of existence is PERPETUAL.

**ARTICLE III
PURPOSES**

The purposes for which the corporation is organized:

To own, maintain, construct, purchase and operate canals, ditches, reservoirs, dams, laterals, flumes and waterways for storage, irrigation, milling, domestic and other purposes; also to use, lease, donate or convey any of the below-named property or privileges to other individuals or entities;

To possess by purchase, lease, donation or otherwise, property, whether real or personal;

To acquire and become owner of the right to appropriate or take from Spearfish Creek or any other river or stream in Lawrence County, South Dakota, a sufficient supply of water to fill and supply the canal or ditch known as the Walton-Schuler Ditch, and through and from said canal to convey and distribute such water to the lands of the members of the corporation for domestic, irrigation and other beneficial uses;

To acquire by purchase or otherwise water rights and priorities to the use of water from Spearfish Creek and other streams, and the ditches or other waterways through which the waterway may be supplied for beneficial purposes, and to apply the said water rights and priorities to beneficial purposes through the canal above-mentioned, or any other canal owned, purchased, or constructed by the corporation, of, through or in which it has

Walton-Schuler Ditch Company – Articles of Incorporation

acquired or may acquire the right to apply such water rights or priorities, also including the right to procure and own by purchase or otherwise such water rights as it may desire for beneficial purposes, and also to procure any interest in any reservoirs, ditches or water rights however the same may be represented, and all other property used in connection therewith and necessary therefore, using the same for beneficial purposes, together also with the right to change the point of diversion and use of any and all water and water rights owned or so acquired to any point or place on the course of said Spearfish Creek or any other stream used by it, and to sell or otherwise dispose of any part or all of the ditches, reservoirs, water rights or other property of the corporation.

ARTICLE IV
MEMBERSHIP

The corporation is to have one class of voting members of the corporation. Members of the corporation shall be the owners of land who are eligible to receive water from the Walton-Schuler Ditch as provided in the Bylaws of the Corporation.

ARTICLE V
VOTING RIGHTS

Voting rights of the members shall be provided for in the Bylaws.

ARTICLE VI
BOARD OF DIRECTORS

The board of directors shall consist of five (5) members. The directors shall be elected by a majority vote of the members.

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The street address of its initial registered office is 282 Upper Valley Road, Spearfish, South Dakota 57783, and the name of its initial registered agent at such address is Douglas “Woody” Hayes.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The number of the initial board of directors shall be five (5). The names and addresses of the initial board of directors are:

Kelly Barthel
510 Hillsvie Road
Spearfish, SD 57783

David Rossi
1208 Energy Street
Gillette, WY 82716

Ken Froelich
1430 Hidden Valley Place
Spearfish, SD 57783

Virgil Dodson
281 Upper Valley Road
Spearfish, SD 58883

Douglas “Woody” Hayes
282 Upper Valley Road
Spearfish, SD 57783

The initial board of directors shall serve until their successors are elected and qualified at the first annual meeting of members.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that that person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fee, judgments, fines and amounts paid in settlement actually and

Walton-Schuler Ditch Company - Articles of Incorporation

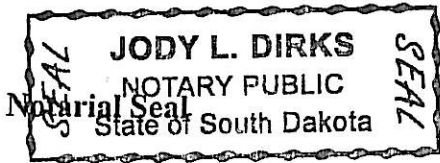
Kelly Barthel

KELLY BARTHEL Incorporator

STATE OF South Dakota)
) ss.
COUNTY OF Lawrence)

On this the 4th day of May, 2012, before me personally appeared DAVID ROSSI, known to me or satisfactorily proven to be the person who is described in, and who executed the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

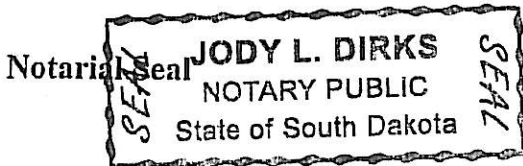


Jody L. Dirks
Notary Public
My Commission Expires May 30 2012

STATE OF SOUTH DAKOTA)
) ss.
COUNTY OF Lawrence)

On this the 4th day of May, 2012, before me personally appeared KEN FROELICH, known to me or satisfactorily proven to be the person who is described in, and who executed the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Jody L. Dirks
Notary Public
My Commission Expires May 30 2012

