



CERTIFICATE OF INCORPORATION
OF

MOUNTAIN VIEW WATER AND ROAD ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MOUNTAIN VIEW WATER AND ROAD ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated October 21, 19 81.



SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION
OF
MOUNTAIN VIEW WATER AND ROAD ASSOCIATION, INC.

SECRETARY OF
STATE

In compliance with the requirements of Chapter 10, Title 30, of the Idaho Code annotated the undersigned, who is a resident of the State of Idaho and who is of full age, has this date voluntarily come forward to form a corporation not for profit and does hereby certify:

ARTICLE I

NAME

The name of this non-profit corporation is MOUNTAIN VIEW WATER AND ROAD ASSOCIATION, INC., hereinafter referred to in these articles as "Association".

ARTICLE II

REGISTERED OFFICE AND AGENT

The principal office of the Association is located at Garden Valley, Idaho as the Board of Directors may determine; the Association may maintain offices in places of business at such other places in Idaho as the Board of Directors may determine from time to time.

LESLIE R. SEVERANCE whose address is Garden Valley, Idaho 83622, is hereby appointed the initial registered agent of this Association.

ARTICLE III

PURPOSES AND POWERS OF THE ASSOCIATION

1) This Association does not contemplat pecuniary gain or profit to the members thereof, and the specific purposes

for which it is formed are to provide for maintenance, preservation of the community water system for domestic uses and for such other and additional use as shall from time to time be necessary for the use and benefit of the members of the Association; and to provide a road system to and from each lot of the membership of said Association and to maintain said roads as required from time to time of the Board of Directors of this Association, the County of Boise, and the State of Idaho.

2) To provide and maintain a pumping plant and facilities, pipelines, holding tanks and all other necessary equipment or facilities to permit the utilization of domestic water and for other uses to the members of this Association as may be required from time to time by the Board of Directors of this Association.

3) To make other improvements of any kind or nature that may be determined from time to time for the benefit of the members of this Association.

4) To fix, levy, collect and enforce payment by any lawful means, all charges or assessment pursuant to the terms of the By-laws; to pay all expenses in connection therewith and all offices and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

5) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

6) To participate in mergers and consolidations with other

nonprofit corporations organized for the same purposes or annex additional residential property or Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

7) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE IV

TERM

The term for which this Association is organized shall be perpetual.

ARTICLE V

NON-STOCK ASSOCIATION

This Association shall be non-stock and no dividends or pecuniary profits shall be declared to the members thereof.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee interest in any Lot within the property limits of the membership area, being known as Mountain View Subdivision, located in Boise County, State of Idaho and who by the instrument by which said real property shall pass or shall have passed to him or it shall have received an interest in the community roads and the community wells and water systems shall have an interest in said Association and shall be entitled to be a member of said Association and vote. Each said Lot within the membership area shall be entitled to one vote only whether or not more than one person or entity owns said Lot.

The foregoing is not intended to include persons or entities who hold an interest merely as the security for performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

The voting power of each member whose fees are fully paid and who is in good standing with the Association shall be equal and each member shall be entitled to one vote only on a per lot basis.

New members upon their admission shall be entitled to one vote only.

Nothing in these Articles shall be construed as a waiver of any rights in the community well systems and water lines belonging to the Association and/or roadways belonging to the Association even though provisions may be made in the By-Laws for penalties or suspension of service to any land owner or water user.

The voting of all members shall be conducted pursuant to the regulations contained in the By-Laws determining the vote of all members of this Association and the right to vote and voting power of each member shall be equal according to law.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who are members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME

ADDRESS:

Leslie R. Severance

Garden Valley, Idaho 83622

Jean L. Severance

Garden Valley, Idaho 83622

The Board of Directors shall conduct meetings and shall elect general officers of the Association in accordance with the By-Laws of the Association.

Three members of the above Board of Directors shall be appointed at the first meeting of the membership for a term of two (2) years and two members shall be appointed at such first annual meeting of the membership for a period of one (1) year.

ARTICLE VIII

DISSOLUTION


The Association may be dissolved by the unanimous consent, given in writing and signed by all members of the Association, or it may be dissolved at a meeting of the members of the Association by a majority vote of those present. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

AMENDMENTS

These Articles may be amended by not less than two-thirds (2/3) of the members present at any regular or special meeting

provided written notice of the proposed amendment or amendments have been mailed to each member at his last known address at least ten (10) days in advance of said meeting.

IN WITNESS WHEREOF, we have hereunto set our hands this
23 day of July, 1981.


LESLIE R. SEVERANCE