

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

WILD ROSE WATER COMPANY

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 WILD ROSE WATER COMPANY 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: January 3, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

3.2.6. Dedicate, sell, transfer or grant easements over all or part of any of the corporation's property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;

3.2.7. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property to the property managed by the corporation;

3.2.8. Litigate, mediate, arbitrate any and/or all corporate rights and obligations specified in law and/or by the Articles and By-Laws of the corporation. This corporation in addition to other provisions, may provide for the qualification of members, the terms and conditions of admission, the time, mode, conditions and effect of expulsion or withdrawal from the restoration of membership, admission fees, charges and assessments; and for reimbursement for services rendered to and expenses incurred on behalf of the corporation by any member or officer of the corporation, and such other rules and regulations as are not repugnant to the laws of the State of Idaho; and

3.2.9. Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act law, which exists now or hereafter.

ARTICLE IV. MEMBERS AND MEMBERSHIP

4.1. Non-Stock Corporation. Participation in management and ownership of the corporation shall be by membership only. The corporation shall issue no stock and shall have no shareholders.

4.2. Membership. The Owner of a Lot which receives domestic water from the corporation or which is connected to the corporation's water system by a waterline easement shall automatically, upon becoming an owner, be a member of the corporation, and shall remain a member thereof until such time as his/her ownership ceases for any reason, at which time his/her membership in the corporation shall automatically cease or in the event membership is suspended or terminated. Membership shall be in accordance with these Articles of Incorporation and the By-Laws of the corporation.

4.3. Transferred Membership. Membership in the corporation shall not be transferred, pledged or alienated in any way, except upon the transfer of ownership of the Lot connected to or receiving water from the corporation's water system, and then only to the new owner. Any attempt to make a prohibited transfer is void. In the event the owner of any lot should fail or refuse to transfer the membership registered in his/her name to the purchaser of his/her lot, the corporation shall have the right and authority to transfer the membership to the purchaser and record the transfer upon the books; thereupon the old membership outstanding, in the name of the seller shall be null and void.

4.4. Classes of Membership. The corporation shall have three (3) classes of voting membership established according to the following provisions:

4.4.1. Class "A" Membership. Class "A" membership shall be that held by each owner of a lot which is actually receiving water from the system. Each Class "A" member shall be entitled to two (2) votes for each lot owned. If a lot is owned by more than one person, each such person shall be a member of the corporation, but there shall be no more than two (2) votes for each lot. Multiple owners have joint rights and obligations.

4.4.2. Class "B" Membership. Class "B" membership shall be that held by the owner of a lot which is connected to the water system by an easement, but is not yet receiving water from the system. Each Class "B" member shall be entitled to one (1) vote for each lot owned; provided that Class "B" membership shall be converted to Class "A" membership and shall

forever cease to exist when all lots connected to the water system are receiving water from the system.

4.4.3. Class "C" Membership. Class "C" membership shall be that held by Michael W. Reimer and Vanda W. Reimer (hereinafter "Reimer") so long as Reimer owns the lot surrounding the property on which the water system well is located. Each Class "C" member shall be entitled to 12 votes for each lot owned, provided that class "C" membership shall be converted to Class "A" membership and shall forever cease to exist when Reimer no longer owns the lot surrounding the property on which the water system well is located.

4.4.4. Additional Classes of Membership. This corporation may add additional classes of membership, through the lawful amending of the corporate By-Laws. Nothing in these Articles shall prohibit the institution of additional classes.

4.5. Voting Requirements. Except where otherwise expressly provided in these Articles of Incorporation or the By-Laws, any action by the corporation which must have the approval of the corporation membership before being undertaken, shall require the vote or written assent of the prescribed percentage of the total power (all classes combined) of the corporation.

4.6. Limitation of Payment to Dissenting Member. Membership in the corporation is appurtenant to and cannot be segregated from ownership of a lot within the jurisdiction of the corporation. Except upon dissolution of the corporation, a dissenting member shall not be entitled to any return of any contribution or other interest in the corporation.

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

5.1. The initial registered office of the corporation shall be 3415 Pine Hill Place, Coeur d'Alene, ID 83814 and the name of its registered agent is: Michael W. Reimer.

ARTICLE VI.
BOARD OF DIRECTORS; INCORPORATOR

6.1. The affairs of this corporation shall initially be managed by a Board of three (3) Directors, but may be converted to a larger number in accordance with the By-Laws. From the date of conversion from a three (3) director board, the election of directors shall be divided into three (3) classes, of nearly equal number, with each class elected for a staggered three year term. The directors must be members of the corporation. The number of directors may be increased by amendment of the By-Laws of the corporation. The names and addresses of the incorporators of the corporation, who shall also act as the initial directors of the corporation until the selection of their successors, are:

<u>NAME</u>	<u>ADDRESS</u>
Michael W. Reimer	3415 Pine Hill Place Coeur d'Alene, ID 83814
Vanda M. Reimer	3415 Pine Hill Place Coeur d'Alene, ID 83814
Raymond R. Reimer	3415 Pine Hill Place Coeur d'Alene, ID 83814

ARTICLE VII.
DISSOLUTION

7.1. In the event of dissolution, liquidation or winding up of the corporation, after paying off or adequately providing for the debts and obligations of the corporation, the directors or persons in charge of the liquidation shall distribute any remaining assets, properties and/or money to such charity or charities as may be recognized under Section 170 of the United States Internal Revenue Code, the particular charity or charities to be determined by a majority vote of the members of the corporation at a meeting called for that purpose.

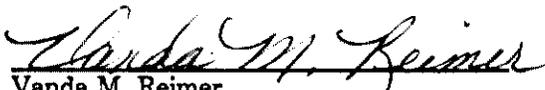
ARTICLE VIII.
AMENDMENT OF ARTICLES

8.1. So long as Class "A" membership, Class "B" membership and Class "C" membership are still in effect, these Articles shall be amended only by the vote or written assent of at least two-thirds of a quorum of the voting power of each class membership. Following the conversion of Class "B" membership and Class "C" membership to Class "A" membership, these Articles shall be amended only by the vote or written assent of members representing at least two-thirds of a quorum of the total voting power of the corporation; provided, however, that the percentage of the voting power necessary to amend a specific clause or provision herein shall not be less than the percentage of affirmative votes prescribed for action to be taken under said clause or provision.

For the purposes of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation on the 21 day of December, 1993.



Michael W. Reimer



Vanda M. Reimer



Raymond R. Reimer

hd\f\adele
wrwc\articles