



CERTIFICATE OF INCORPORATION
OF

West Mountain Estates Water Company, 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 _____

West Mountain Estates Water Company, 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 _____ September 5, 19 79.



SECRETARY OF STATE

Corporation Clerk

9-6-79
8:04

ARTICLES OF INCORPORATION
OF
WEST MOUNTAIN ESTATES WATER COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the under-
signed, being natural persons of full age and citizens of the
United States, in order to form a corporation not organized
for profit for the purposes hereinafter stated, under and pursuant
to the provisions of the Idaho Nonprofit Corporation Act of the
State of Idaho and the acts amendatory thereto and supplemental
thereto, do, as incorporators, hereby certify as follows:

FIRST

The name of the corporation is West Mountain Estates
Water Company, Inc.

SECOND

The powers of this corporation, the purposes and
objects for which the corporation is formed are:

A. This corporation is organized for the general purpose
of operating, controlling and managing a domestic water system
on and for West Mountain Estates located in the Northeast Quarter
of Section 17, Township 16 North, Range 3 East of the Boise
Meridian in Valley County, Idaho, according to the Plat thereof
recorded in the office of the County Recorder of Valley County,
Idaho, and for furnishing domestic water proportionately among
its shareholders according to the lot or lots owned or held
by such shareholders within the above described real property.

B. The corporation shall have the following powers:

(a) To levy and collect from the owners of
all land to which water rights belonging or diverted
to this company are delivered, regardless of whether
water is used by such owner or on or from his land,
reasonable charges for the purpose of improving,
maintaining, repairing and operating such domestic
water system and conducting the business of this
company and meeting the obligations thereof, which
charges shall be equally and ratably assessed pro
rata among the shareholders upon the number of shares

held or owned by the owner of such land.

(b) To improve, repair and maintain the domestic water system, and change, combine and relocate the distribution system.

(c) To buy, sell, acquire, hold, own, lease, assign, transfer, trade and deal in and with all kinds of personal property associated with the company's general purpose, including but not limited to water, power, pumps, pipes and wells.

(d) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do and without limit as to amount.

(e) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof.

(f) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes and other evidences of indebtedness, upon such terms and conditions as the shareholders shall authorize, and as may be permitted by law.

(g) To acquire, hold, sell, re-issue, or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(h) To have one or more officers to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this is to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association, or corporation.

(i) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed

under the Idaho Nonprofit Corporation Act of said State, or under any Act amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (i) inclusive, of paragraph Second (B) of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

THIRD

The corporation is to have perpetual existence.

FOURTH

The location and post office address of the registered office of the corporation is c/o W. E. Cameron, 4277 Brookside Lane, Boise, Idaho 83703.

FIFTH

That the registered agent of the corporation is W. E. Cameron, 4277 Brookside Lane, Boise, Idaho 83703.

SIXTH

The names and post office addresses of the incorporators, and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>
W. E. Cameron	4277 Brookside Lane Boise, Idaho 83703	1
Robert A. Nelson	Rolling Hills Drive Meridian, Idaho 83642	1
W. LeRoy Meyer	4125 Stratford Drive Boise, Idaho 83704	1

SEVENTH

The amount of the capital stock of this corporation shall be, and is \$31.00, broken down into 31 shares at \$1.00 per share.

EIGHTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever; provided, however, the assessments for costs of improving, maintaining, repairing and operating the domestic water system shall be a lien upon the stock of the company held by such shareholder and no shareholder shall be entitled to demand or receive water from the company whenever such assessment is due and unpaid except on order of the Board of Directors and then only upon the granting by the shareholder of such additional security as the Board of Directors shall require. Assessments due and unpaid shall draw interest at the rate of ten percent (10%) per annum. In case of any such assessment due and unpaid, the company may sue to collect the same and foreclose against the stock and such other security as may have been granted by the shareholder, and in addition to the amount due plus interest and costs, the company may recover its reasonable attorneys' fees incurred in such action, both at trial and on appeal.

NINTH

A. The number of Directors of the corporation shall be three, and such number may from time to time be increased or

decreased by the shareholders at their annual meeting, provided the number of Directors of the corporation shall not be less than three. In case of any vacancy in the Board of Directors, the vacancy may be filled by election by the Directors then in office, and the Director so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. The officers of the corporation shall be directors, and shall consist of a chairman, a vice chairman and a secretary-treasurer. The directors and officers shall hold office for one year and until their successors are elected and qualified.

B. The annual meeting of the shareholders for the election of Directors and officers shall be held on the last Monday in February of each year, at the call of the Secretary on notice, in the manner required by law. Special meetings may be called at any time upon the conditions and in the manner provided by law. At any meeting at which all shareholders are present no notice of the meeting shall be required. Voting may be by proxy or in person, and each shareholder shall be entitled to one vote for each share of stock held by him.

C. Directors meetings shall be held at the call of the President. A majority of the elected Directors shall constitute a quorum.

D. The Board of Directors shall determine and establish semiannually on the first Monday in March and the first Monday in November of each year the actual and estimated costs of improving, maintaining, repairing and operating the company's domestic water system and conducting the business of the company and meeting the obligations thereof. Such costs shall be equally and ratably assessed pro rata among the shareholders as provided in Article Second B (a) hereof, and each shareholder shall be billed forthwith. Each billing shall be due and payable one month after date of

mailing the billing.

TENTH

No shares of stock in the corporation shall at any time be held by any person who is not an owner of land in the tract described in Article Second, paragraph A hereinabove, to which water rights belonging or diverted to the company are delivered. This stock transfer restriction shall be noted on all certificates.

ELEVENTH

No shareholder shall be entitled to a greater proportion of water from the company than the total water produced by the well or wells of the company, divided by the number of lots in said West Mountain Estates, each shareholder to pay all costs of hookup to the main water line.

TWELFTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation may be made by the shareholders upon such terms and conditions as they may deem expedient and for the best interest of the corporation.

THIRTEENTH

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law and the right to adopt, amend, alter, change or repeal rules and regulations for the management of the domestic water system and delivery of water therefrom, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands
and seals this 22 day of August, 1979.

W. E. Cameron
W. E. Cameron

Robert A. Nelson
Robert A. Nelson

W. Leroy Meyer
W. Leroy Meyer

STATE OF IDAHO)
) ss.
County of Ada)

On this 22 day of August, 1979, before me,
a Notary Public in and for said State, personally appeared
W. E. CAMERON, ROBERT A. NELSON and W. LEROY MEYER,
known to me to be the persons whose names are subscribed to the
foregoing instrument and acknowledged to me that they executed
the same.

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

James A. Smith
Notary Public for Idaho
Residence: Boise, Idaho

(SEAL)