

Articles of Incorporation
Mid-Valley Water and Sewer Corporation
A Non-Profit Corporation

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I, the Incorporator, a natural person, adopt these Articles of Incorporation to form a nonprofit corporation under the Idaho Nonprofit Corporation Act ("Act"):

Article One
Name

The name of the nonprofit corporation is Mid-Valley Water and Sewer Corporation ("Corporation").

Article Two
Registered Agent and Office

The name of the initial registered agent and registered office in the State of Idaho are:

Guardian Registered Agents Inc.
955 Pier View Dr.
Idaho Falls, ID 83402

Article Three
Names and Addresses of the Incorporators

The name and residence of each Incorporator is:

Name:

Address:

George R. Kirk

PO Box 4380
Ketchum, ID 83340

Article Four Duration

The Corporation's duration is perpetual.

Article Five Purposes

The Corporation is organized and will be operated as follows:

- (A) To provide water and sewer connections for residential housing units, and water and sewer facilities for the treatment of water and sewer;
- (B) To transact any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, subject only to limitations in the Bylaws and the amendments and supplements thereto; and
- (C) To exercise all powers granted by law necessary and proper to carry out the foregoing purposes. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article Six Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to an entity or entities that provide similar services. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article Seven Restrictions

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986, as amended from time to time.

Article Eight Board of Directors

The Corporation is organized on a non-stock basis and will have no members. The Board of Directors will have authority for all affairs of the Corporation and may exercise all powers of the Corporation as permitted by federal law, state law, and the Articles of Incorporation and By-Laws of the Corporation as in effect from time to time.

The number of directors to constitute the first Board of Directors is three. After this initial Board of Directors is organized, it may change the number of directors in the manner provided in the By-Laws and consistent with the laws of the State of Idaho.

The initial members of the Board of Directors are:

George R. Kirk
314 S. River St., Suite 207
Hailey, ID 83333

Miguel Goitiandia
314 S. River St., Suite 207
Hailey, ID 83333

Brandon Lynch
314 S. River St., Suite 207
Hailey, ID 83333

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Article Nine By-Laws

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend, and repeal from time to time, the By-Laws of the Corporation.

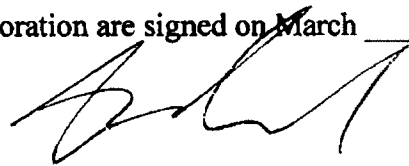
Article Ten Amendments

The Corporation may amend the Articles of Incorporation in the manner provided by the laws of the State of Idaho. But no amendment may authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of the Act, these Article, or the Bylaws.

Article Eleven Miscellaneous

All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Idaho are to the laws of the State of Idaho as now in force or later amended.

IN WITNESS WHEREOF, the Articles of Incorporation are signed on March 28, 2024.



George R. Kirk, Incorporator