

State of Idaho

Department of State

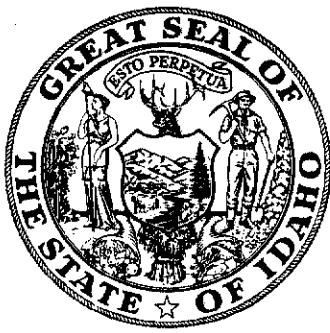
CERTIFICATE OF INCORPORATION OF

LINDSEY CREEK WATER ASSOCIATION, INC.
File number C 116494

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 LINDSEY CREEK WATER 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: September 20, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By Leslie Smock

SEP 18 10 38 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

LINDSEY CREEK WATER ASSOCIATION, INC.

SEP 20 11 18 AM '96
SECRETARY OF STATE
STATE OF IDAHO

The undersigned acting as incorporator of a corporation under the Idaho Business Corporation Act adopts the following Articles of Incorporation for such corporation under the provisions of Chapter 10, Title 30, Idaho Code.

ARTICLE I.

The name of the corporation is LINDSEY CREEK WATER ASSOCIATION, INC.

ARTICLE II.

This is a non-profit membership corporation.

ARTICLE III.

This corporation shall have perpetual duration.

ARTICLE IV.

The purposes and objects for which this corporation is formed are the following:

1. To associate its members together for their mutual benefit, and to that end to construct, maintain, and operate a private water system for the supplying of water for domestic, livestock, and garden purposes and to engage in any activity related thereto, including, but not limited to, the acquisition of water by appropriation, drilling, pumping and/or purchase and the purchase, laying, installation, operation, maintenance, and repairs of wells, pumping equipment, mains, pipelines, valves, meters, and all other equipment necessary to the construction, maintenance and operation of the systems.

IDAHO SECRETARY OF STATE

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2. To do any other lawful activity necessary to carry out the purposes of the corporation.

ARTICLE V.

The corporation shall have the following powers:

1. To sue and be sued before competent tribunals at the will of the directors or membership.

2. To own, buy, sell, lease, assign, mortgage, hypothecate and by all lawful acts, deal in real and personal property, including the erection and maintenance of buildings and the obtaining of personal property which would further the interests of the corporation.

3. To establish bank accounts, charge dues and fees, solicit money, engage in non-profit enterprises, raise money, hire and fire employees, make loans, acquire loans, deal in choices of action, and engage in any enterprises connected to the purposes herein established in any lawful way, so long as the same are of a non-profit nature.

4. To issue bonds, notes and other instruments of debt and to deal in the stocks, bonds, notes, mortgages and debt instruments of any other person, firm or corporation.

5. To join or merge with any other group, firm association or corporation, non-profit in nature, whose purposes are not in conflict with those herein stated.

ARTICLE VI.

This shall be a membership corporation. The membership fees and conditions shall be established by the By-Laws.

ARTICLE VII.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the corporation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VIII.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX.

The location and post office of the registered office of the corporation is c/o Kenneth J. Wright, 2317 Monte Vista Drive, Coeur d'Alene, Idaho 83814. Kenneth J. Wright is resident agent and incorporator.

ARTICLE X.

The number of directors of this corporation shall not be less than three nor more than five.

The names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James F. Brown	4000 Pack River Road Sandpoint, Idaho 83864
Kenneth J. Wright	2317 Monte Vista Drive Coeur d'Alene, Idaho 83814
Virginia Wright	2317 Monte Vista Drive Coeur d'Alene, Idaho 83814

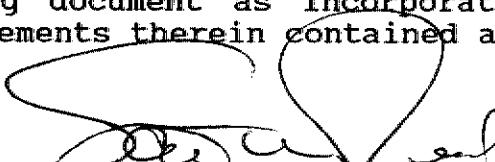
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SECRETARY OF STATE
STATE OF IDAHO

Dated this 12th day of September, 1996.

Kenneth J. Wright
Kenneth J. Wright

STATE OF IDAHO)
ss:
County of Kootenai)

I, Scott W. Reed, a Notary Public, do hereby certify that on this 12th day of September, 1996, personally appeared before me Kenneth J. Wright, who, being by me first duly sworn, declared that he is the Incorporator of LINDSEY CREEK WATER ASSOCIATION, INC., that he signed the foregoing document as Incorporator of the corporation and that the statements therein contained are true.


Notary Public for Idaho
Residing at Coeur d'Alene
My Commission Expires: 7/20/98