



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

CARE-FREE ESTATES 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: June 06, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Labala*

92494

ARTICLES OF INCORPORATION OF
CARE-FREE ESTATES ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have voluntarily associated ourselves together for the purpose of forming a nonprofit corporation without capital stock pursuant to the Idaho Nonprofit Corporation Act (Idaho Code Section 30-301 et seq), and we do hereby certify:

ARTICLE I

The name of this corporation shall be Care-Free Estates Association, Inc.

ARTICLE II

That Care-Free Estates Association, Inc., shall be a nonprofit corporation and shall have no capital stock and shall pay no dividends or salaries to its incorporators, officers, or board members.

No part of this corporation's net earnings or assets shall ever be distributed as a dividend or be assigned or transferred to, or inure to the benefit of any incorporation, or to any private individual or individuals.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The purpose for which such corporation is formed is to provide for irrigation water to association members, and all other lawful purposes for which a nonprofit corporation is formed.

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ARTICLE V

This corporation shall have one class of members, said membership to be available to all property owners in the Care-Free Estates Subdivision, Cassia County, Idaho.

There shall be no capital stock of this corporation; but in lieu thereof there shall be memberships composed exclusively of persons who are or at any future times may become members and who continue to be members in good standing of this corporation, as may be prescribed at any time and from time to time in the by-laws of this corporation.

ARTICLE VI

The initial registered agent of this corporation shall be Chad Harris and the street address of its initial registered office shall be 456 Rancho Drive, Rt. #4, Burley, Idaho 83318.

ARTICLE VII

The names and addresses of each incorporator and Board of Directors are as follows:

Chad Harris
456 Rancho Dr
Rt. #4
Burley, Idaho 83318
Brent Olson
370 Ranchette
Rt. #4
Burley, Idaho 83318

Don Burgess
318 Redwood Dr.
Rt. #4
Burley, Idaho 83318

Gordon Gobie
436 Rancho Drive
Rt. #4
Burley, Idaho 83318
Sylvia Bagby
339 Redwood Dr.
Rt. #4
Burley, Idaho 83318

Connie Bridges
332 Ramblewood Dr.
Rt. #4
Burley, Idaho 83318

ARTICLE VIII

The affairs of this corporation shall be conducted by a

board of not less than five (5) nor more than nine (9) Directors.

ARTICLE IX

The highest amount of indebtedness or liability, direct or contingent, to which this corporation is at any time to subject itself shall be as provided in the by-laws of this corporation.

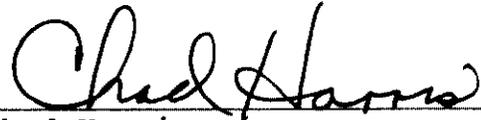
ARTICLE X

The Association may collect fees for construction costs and pay water assessments to Burley Irrigation District.

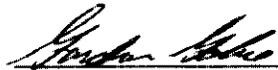
ARTICLE XI

These articles may be amended as provided by the statutes of the State of Idaho, as amended.

IN WITNESS WHEREOF, we have hereby executed these premises in triplicate this 24 day of May, 1990.



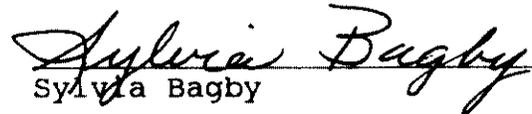
Chad Harris



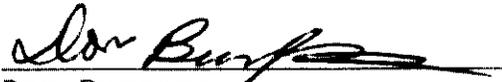
Gordon Gobie



Brent Olson



Sylvia Bagby



Don Burgess

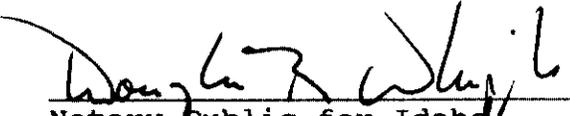


Connie Bridges

STATE OF IDAHO)
)
) ss.
County of Cassia)

On this 24 day of May, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared Chad Harris, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

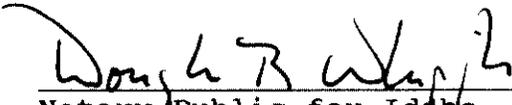


Notary Public for Idaho
Residing at: Burley, Id.
My Commission Expires: Aug. 1992

STATE OF IDAHO)
)
) ss.
County of Cassia)

On this 24 day of May, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared Brent Olson, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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



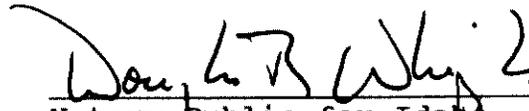
Notary Public for Idaho
Residing at: Burley, Id.
My Commission Expires: Aug. 1992

STATE OF IDAHO)
)
) ss.
County of Cassia)

On this 24 day of May, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared Don Burgess, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

ARTICLES OF INCORPORATION - 4

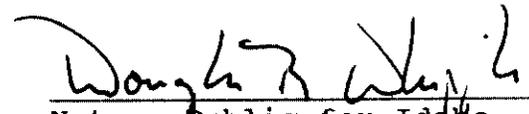
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official the day and year first above written.


Notary Public for Idaho
Residing at: Burley, Id.
My Commission Expires: Aug. 1992

STATE OF IDAHO)
)
) ss.
County of Cassia)

On this 24 day of May, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared Gordon Gobie, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

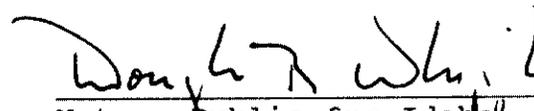
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official the day and year first above written.


Notary Public for Idaho
Residing at: Burley, Id.
My Commission Expires: Aug. 1992

STATE OF IDAHO)
)
) ss.
County of Cassia)

On this 24 day of May, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared Sylvia Bagby, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

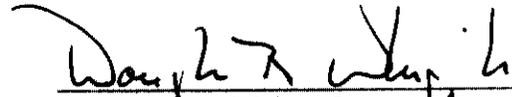
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official the day and year first above written.


Notary Public for Idaho
Residing at: Burley, Id.
My Commission Expires: Aug. 1992

STATE OF IDAHO)
)
) SS.
County of Cassia)

On this 24 day of May, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared Connie Bridges, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

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



Notary Public for Idaho
Residing at: Burley, Id.
My Commission Expires: Aug. 1992