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State of Idaho

Department of State

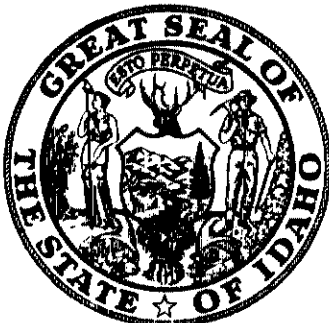
CERTIFICATE OF INCORPORATION OF

LEWIS ADDITION #2 PROPERTY OWNERS 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 LEWIS ADDITION #2 PROPERTY OWNERS 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: October 25, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

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ARTICLES OF INCORPORATION

OF

LEWIS ADDITION #2 PROPERTY OWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned all being citizens of the United States of America, and of the State of Idaho, and being of full age, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit cooperative association under the laws of the State of Idaho, Title 30, Section 1001-1006, to be hereinafter referred to as a corporation, and do hereby adopt the following ARTICLES OF INCORPORATION, to-wit:

ARTICLE I.

The name of this corporation shall be and is "LEWIS ADDITION #2 PROPERTY OWNERS ASSOCIATION, INC."

ARTICLE II.

The purpose for which this corporation is formed are the following:

1. To encourage the conservation of water by members of the corporation, and to promote the efficiency of use of water by the members.

2. To provide for the members of this corporation a stable and continuing supply of water for domestic use only and for these purposes the corporation shall have the authority:

a. To lease and use real and personal property incidental and necessary to the operation of a system and to enter into any and all contracts that may become necessary to the carrying out of the purposes aforesaid.

b. To buy, sell, own, lease and to improve real estate incidental and necessary to the operation of a water system which may be required or determined necessary and convenient for the purpose of carrying on any of the objects of this corporation.

c. To buy, sell and deliver all goods, wares and merchandise, and own all kinds of equipment, apparatus and appliances reasonably related to and required by the principal business of this corporation.

d. To contract debts and issue bills, notes, mortgages, bonds and debentures.

ARTICLE III.

The corporation is not organized for pecuniary profit, nor shall have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, or individual. The balance, if any, of all money received by the corporation from its operations, after payment in full of all debts and obligations of the corporation of whatsoever kind and nature, shall be used in the exercise of the purposes above set forth.

Upon dissolution of this corporation the net cash assets will be distributed equally among members who are using water and are being assessed monthly for water use and are in good standing with this corporation.

ARTICLE IV.

The rights of membership shall extend to the owners of lots 1-6, Block 3 and lots 1, 3, 4, 5, 6, and 7, Block 4 of Lewis Addition #2 subdivision, located in Canyon County, Idaho. The membership shall depend solely upon ownership of said property and such membership shall be identified with the ownership of said property and shall not be subject to the approval of the "Board of Directors" or other members. The rights and interest of all members shall be equal.

Each member shall receive and hold a certificate of ownership for each said parcel of property which he holds in said subdivision and such members' voting rights shall be restricted to the owners of said property and shall depend on the number of said parcels owned by him and each member shall be entitled to one vote for each parcel of said subdivision which he owns.

ARTICLE V.

A member entitled to vote in a meeting may assign his proxy to a specific member entitled to vote at such meeting, and may also name an alternate. In advance of voting, proxies shall be submitted to the secretary and a committee may be appointed by said secretary to determine the validity of proxies. Proxies are limited to a maximum term of eleven months.

ARTICLE VI.

No member hereof shall be expelled from the corporation or have his voting rights canceled except by transfer of his property in said subdivision; provided, however, that the corporation shall have the power to suspend either the membership or the voting rights or both of any member hereof for such periods of time as his dues or water bills are not paid; and the corporation shall have the power to attach liens against such member's property for nonpayment of said dues or bills; and the service of the water system can be suspended and shut off only when said dues or bills are not paid and said service shall be restored promptly upon payment of said dues or bills.

ARTICLE VII.

All corporate meetings, unless otherwise notified, shall be at the following address: 7835 Wilbeth, Nampa, Idaho 83686.

ARTICLE VIII.

The system for providing water to the members hereof shall be owned by the corporation and not held by any other means.

ARTICLE IX.

The existence of this corporation shall be perpetual.

ARTICLE X.

The registered office of this corporation shall be:
Brent Clark, 7835 Wilbeth, Nampa, Idaho 83686.

ARTICLE XI.

The meetings of the members of this corporation shall be held within the territorial boundaries of the State of Idaho.

ARTICLE XII.

The number of directors of the corporation shall be not less than five.

The initial directors are as follows:

| | | |
|-----------------|------------------|--------------------|
| LEE KING, | 7936 TOMMY LANE, | NAMPA, IDAHO 83686 |
| JANIS REQUA, | 9876 WILBETH, | NAMPA, IDAHO 83686 |
| ANDY CRABTREE, | 9846 WILBETH, | NAMPA, IDAHO 83686 |
| TERRY BULL, | 7918 WILBETH, | NAMPA, IDAHO 83686 |
| WILKER MAXWELL, | 7875 WILBETH, | NAMPA, IDAHO 83686 |

The initial officers are as follows:

| | | | |
|-------------|-----------------|------------------|--------------------|
| President = | J.TOM MOLLERUP, | 7928 TOMMY LANE, | NAMPA, IDAHO 83686 |
| Secretary = | BRENT CLARK, | 7835 WILBETH, | NAMPA, IDAHO 83686 |
| Treasurer = | BRENT CLARK, | 7835 WILBETH, | NAMPA, IDAHO 83686 |

ARTICLE XIII.

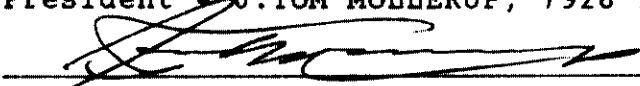
The directors of this corporation shall not have the power to amend the by-laws of these Articles in any way.

ARTICLE XIV.

Any amendment to these Articles may be made by a vote of a two-thirds majority of all the eligible voters, restricted, however, to the condition that these Articles shall not be amended or changed during or within the first year of their existence, said existence to commence from the date of its certificate. Said condition to apply with only one exception, said exception being that if the corporation shall receive the approval of the Veteran's Administration for a particular change, then such change may be made within the first year.

The incorporator of this corporation shall be the corporate officers:

President = J. TOM MOLLERUP, 7928 TOMMY LANE, NAMPA, IDAHO 83686


Secretary = BRENT CLARK, 7835 WILBETH, NAMPA, IDAHO 83686

