

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

~~RATHDRUM PRAIRIE WATER COMPANY, INC.~~

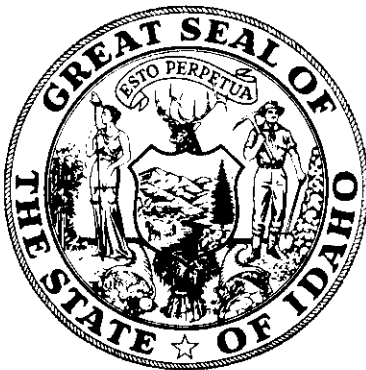
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

~~RATHDRUM PRAIRIE WATER COMPANY, INC.~~

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: April 29, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
RATHDRUM PRAIRIE WATER COMPANY, INC.

APR 29 8 38 AM '81
RECORDED & INDEXED

THE UNDERSIGNED, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I: The name of the corporation is RATHDRUM PRAIRIE WATER COMPANY, INC.

ARTICLE II: The period of the Corporation's duration is perpetual.

ARTICLE III: The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV: The aggregate number of shares which the Corporation shall have authority to issue is FIVE HUNDRED (500) shares, with a par value of ONE DOLLAR (\$1.00), common stock.

ARTICLE V: The address of the initial registered office of the Corporation is 2850 Seltice Way (P.O. Box 1030) Coeur d'Alene, ID 83814, and the name of its initial registered agent at such address is DENNIS JEFFREY.

ARTICLE VI: The number of directors constituting the initial Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:


W. T. RICHARDS	1500 E. Honeysuckle, Hayden Lake, ID 83835
ROBERT DEARMOND	10314 Gibson, Hayden Lake, ID 83835
DENNIS JEFFREY	2850 Seltice Way, Coeur d'Alene, ID 83814

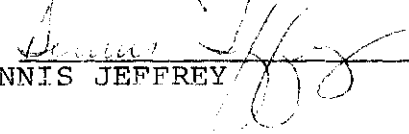
ARTICLE VII: The name and address of each incorporator is:

W. T. RICHARDS	1500 E. Honeysuckle, Hayden Lake, ID 83835
ROBERT DEARMOND	10314 Gibson, Hayden Lake, ID 83835
DENNIS JEFFREY	2850 Seltice Way, Coeur d'Alene, ID 83814

DATED this 21st day of March, 1981.


W. T. RICHARDS


ROBERT DEARMOND


DENNIS JEFFREY

ARTICLES OF INCORPORATION
RATHDRUM PRAIRIE WATER COMPANY, INC.