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**SECRETARY OF STATE  
STATE OF IDAHO**

**ARTICLES OF INCORPORATION  
OF  
PROTECT OUR WATER, INC.**

The undersigned individual, acting as incorporator under the Idaho Nonprofit Corporation Act, adopts the following articles of incorporation:

**ARTICLE I**

The name of the corporation is Protect Our Water, Inc.

**ARTICLE II**

The corporation is a nonprofit corporation.

**ARTICLE III**

The purposes of the corporation are to protect and conserve the ground water resources of Latah County, Idaho, and the transaction of any lawful activity that may be carried on by a corporation formed under the Idaho Nonprofit Corporation Act.

**ARTICLE IV**

The corporation shall not have members, as that term is defined in the Idaho Nonprofit Corporation Act.

**ARTICLE V**

The names and addresses of the persons who are to serve as the initial directors of the corporation are:

1. Sid Eder  
1037 Tolo Trail  
Moscow, ID 83843
2. James Mital  
1155 Idlers Rest Road  
Moscow, ID 83843

**IDAHO SECRETARY OF STATE  
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3. David Thompson  
1054 Terra Drive  
Moscow, ID 83843
4. Richard Shumway  
Joyce Road  
Moscow, ID 83843
5. Michael Forbes  
3293 Foothill Road  
Moscow, ID 83843

Directors, other than the initial directors, shall be appointed or designated as provided in the bylaws of the corporation.

#### **ARTICLE VI**

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to one (1) or more persons described in Section 501(c)(3) of the Internal Revenue Code as the board of directors shall determine.

#### **ARTICLE VII**

No director or officer of the corporation shall have any liability to the corporation or any person for any action taken or not taken as a director, if the director or officer, as the case may be, acted in compliance with the Idaho Nonprofit Corporation Act.

#### **ARTICLE VIII**

The corporation shall indemnify to the fullest extent permitted by the Idaho Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including an action, suit, or proceeding by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request for the corporation as a director, officer, employee or agent of another corporation, partnership, joint

venture, trust or other enterprise. The right to, extent of and amount of indemnification shall be determined in accordance with the provisions of the Idaho Nonprofit Corporation Act.

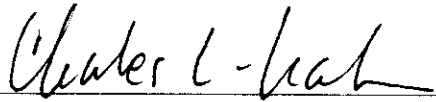
#### ARTICLE IX

The address of the corporation's initial registered office is 1037 Tolo Trail, Moscow, ID 83843. The name of its initial registered agent at that location is Sid Eder.

#### ARTICLE X

The name and address of the incorporator is Charles L. Graham, PO Box 9344, Moscow, ID 83843.

DATED: January 12, 2005.

  
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Charles L. Graham  
Incorporator