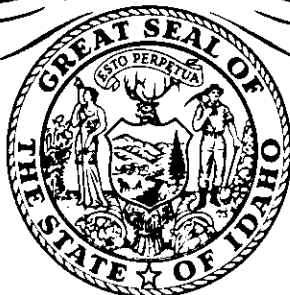


State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

CROW-EASTMAN WATER AND SEWER ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **6th** day
of **August** A.D., One Thousand Nine Hundred **seventy-four** and
~~will be~~ ~~duly recorded on Film No.~~ ~~microfilm~~ of Record of Domestic Corporations, of the State of
Idaho, and that the said articles contain the statement of facts required by Section 30-103,
Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates
and successors are hereby constituted a corporation, by the name hereinbefore stated, for
Perpetual Existence from the date hereof, with its registered office in this State located at
Moscow, Idaho in the County of **Latah**

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **6th** day of **August**,
A.D., 19 **74**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

State of Idaho



Department of State.

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Corporation Clerk.

ARTICLES OF INCORPORATION
OF
CROW-EASTMAN WATER AND SEWER ASSOCIATION, INC.

WE, THE UNDERSIGNED, full age citizens of the United States and all of whom are residents of Latah County, State of Idaho, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative corporation under the provisions of Chapter 10, Title 30, Idaho Code, and amendments thereto, and do hereby execute and adopt these articles of incorporation:

ARTICLE I

The name of this corporation shall be the "CROW-EASTMAN WATER AND SEWER ASSOCIATION, INC."

ARTICLE II

The nature of the business of the corporation and the objects and purposes for which, or for any of which, this corporation is formed are:

A. To associate its members together for their mutual benefit and to that end to acquire and supply water, by contract or other available means, for domestic and garden purposes for its members and to provide for the collection and disposal of sewage, by contract or other available means, for its members, and to engage in any activity relating thereto.

B. To acquire, construct, maintain and/or operate a private water system for the supplying of water for domestic and garden purposes for its members.

C. To acquire, construct, maintain and/or operate a private sewer system for the collection and disposal of sewage for its members.

D. To purchase, or acquire by appropriation, permit, contract, water system, and/or other available means, a supply of water for domestic and garden purposes for its members.

E. To provide for the collection and disposal of sewage by contract, sewage system or other available means for its members.

F. To purchase, lay, install, operate and maintain wells, pumping equipment, mains, pipe lines, lift stations, lagoons, lift stations, meters and all other equipment necessary for the construction, operation and maintenance of such systems and the supplying of water and the collection and disposal of sewage for its members.

G. To lease, purchase, or otherwise secure, acquire, own, hold, manage, improve, use, operate, sell, assign, transfer, rent, lease, and/or convey real and personal property of every type, kind and description.

H. To enter into, execute, perform and carry out contracts of every kind for any lawful purpose, the doing of which is incidental, ancillary, related, pertaining, necessary or proper to or connected with any or all of the objects, purposes and kinds of business or activity in this article mentioned.

I. To borrow money without limitation as to the amount for any purpose or purposes of the corporation, whether secured or unsecured, and from time to time, make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange or other obligations of the corporation,

for moneys borrowed or in payment of property acquired or for any of the other objects or purposes of the corporation or its business or activities, and to secure the payment of such obligations, by mortgage, pledge, deed, indenture, agreement, trust deed, or by other lien upon, assignment of, or agreements in regard to, all or any part of the property, rights, or pledges of the corporation wheresoever situated, whether now owned or hereafter to be acquired.

J. To lend and advance money and give credit to such persons and on such terms as may seem expedient, and to give guaranty and become security for any person or persons; but nothing herein contained shall be construed to give the corporation banking powers.

K. To establish reserves and to invest the funds thereof in stocks, bonds, and other property as the board of directors may deem satisfactory.

L. To levy assessments in such manner and in such amount as may be provided in the bylaws of the corporation.

M. To have and exercise all powers, privileges, and rights conferred on corporations by the laws of the State of Idaho and all powers and rights incidental in carrying out the purposes for which the corporation is formed, except such as are inconsistent with the express provisions of the act under which the corporation is incorporated.

N. To acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of capital stock or bonds, or become a member or a stockholder of any corporation or association engaged in any related activities.

O. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms, individuals, governments and governmental agencies, and to do every other act or acts, thing or things, incidental, ancillary, related, pertaining, necessary, suitable or proper to or connected with any or all of the objects or purposes in this article mentioned, provided that the same shall not be inconsistent with the laws and statutes of the State of Idaho under which the corporation is incorporated.

The purposes specified in this article shall be construed both as purposes and powers and shall be in no ways limited or restricted by reference to, or inference from, the terms of any other paragraph or clause in this or any other article, but the purposes and powers specified in each of the paragraphs and clauses herein shall be regarded as independent and cumulative purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms and purposes or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although they be of like nature.

The enumeration of purposes and powers herein set forth are not intended to and shall not in any manner limit or restrict the general powers of this corporation under the laws and statutes of the State of Idaho.

ARTICLE III

The place where the principal business of the corporation is to be transacted is the City of Moscow, County of Latah, State of Idaho, but the corporation may maintain offices and places of business at such other places within the State of Idaho as the board of directors may determine.

ARTICLE IV

The period of existence of this corporation shall be perpetual.

ARTICLE V

The private property of the members shall not be subject to payment of the corporation's debts to any extent whatsoever.

ARTICLE VI

Section 1. The corporation shall not have capital stock, but its capital shall be represented by membership certificates.

Section 2. Under the terms and conditions prescribed in its bylaws the corporation shall admit as members only such persons, groups of persons, organizations or corporations owning the property to which the service is desired and having a reasonable accessibility to the source of and need for the service from the systems maintained and operated by the corporation; provided, however, the corporation shall not be required to admit members if the capacity of its system is exhausted by the needs of its existing members.

Section 3. The membership fee in this corporation shall be fixed and determined by its bylaws. The voting power and property rights and interest of each member whose fees are fully paid and who is in good standing shall be

equal and each member shall be entitled to one vote only. New members upon their admission in the corporation shall be entitled to one vote and to share in the property of the corporation equally with the old members. When a member has paid his membership fee in full he shall receive a certificate of membership. Assessments against members and their liabilities to the corporation shall be determined in the manner provided in and by the bylaws of the corporation.

Section 4. The members present at any meeting of members regularly called shall constitute a quorum for the conduct of business at such meeting in accordance with the notice thereof.

Section 5. The corporation is organized on a nonprofit basis for the mutual benefit of its members and consequently will not have profits from which to pay dividends on its capital. After all expenses of the corporation have been paid and reasonable reserves as determined by the board of directors set aside, the net earnings of the corporation shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending, and repairing the systems and property of the corporation, and for such other purposes as the board of directors may determine to be for the best interests of the corporation. The said surplus fund or any portion thereof may from time to time at the discretion of the board of directors be distributed to the members as provided in the bylaws on the basis of the assessments and charges made and levied against and paid by such members during the year.

ARTICLE VII

That no dividends shall be declared, nor shall any of the net earnings of the corporation inure to the benefit of any member, director, officer or individual; that the property and net earnings and proceeds of this corporation shall be used exclusively for the furtherance of the non-profit purposes of this corporation. No member, director, officer or employee, of this corporation, or any other individual whatsoever, shall receive any pecuniary benefit from the corporation, except that reasonable compensation as may be allowed and paid to officers and employees for services actually rendered to the corporation, and except that the members, directors and officers of this corporation may be reimbursed for their actual necessary expenses incurred in furthering the objects of the corporation including their actual necessary expenses incurred in attending meetings of the board of directors of the corporation.

ARTICLE VIII

In the event of the dissolution of the corporation, or in the event that it should cease to carry out its purposes herein set forth, no member, director, officer or individual shall be entitled to or receive any distribution or division of its remaining assets, property or proceeds, and the balance of all property and assets of the corporation from any source, after the payment of all debts and obligations of the corporation, shall be distributed to such non-profit organization selected by vote of the members of this corporation as may be tax exempt under the federal and state income tax laws and regulations.

ARTICLE IX

These articles may be amended in any manner permitted or authorized by law by the favorable vote of a majority of the members present at a meeting of the members duly called upon notice of the specific purpose thereof and containing a statement of the proposed amendment.

ARTICLE X

Unless and until changed by the bylaws of the corporation, number of directors shall be five (5) and the names and addresses of those who are to serve as incorporating directors for one (1) year and until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Claude A. Crow	Route 4, Box 347 Moscow, Idaho 83843
Chandler L. Eastman	Troy Highway Moscow, Idaho 83843
Dorothy E. Eastman	Troy Highway Moscow, Idaho 83843
A. S. Clanton	1114 S. Lynn Moscow, Idaho 83843
Daniel Caldwell	

IN WITNESS WHEREOF, we, the incorporators, and named herein as the first board of directors, have set our hands and seals this day of , 1974.

Claude A. Crow
Claude A. Crow

Chandler L. Eastman
Chandler L. Eastman

Dorothy E. Eastman
Dorothy E. Eastman

A. S. Clanton
A. S. Clanton

Daniel Caldwell
Daniel Caldwell

STATE OF IDAHO)
 : ss.
County of Latah)

On this 29 day of June, 1974, before me, the undersigned, a Notary Public in and for said state, personally appeared CLAUDE A. CROW, CHANDLER L. EASTMAN, DOROTHY E. EASTMAN, ~~A. S. CLANTON~~, and DANIEL CALDWELL, known to me to be the persons whose names are subscribed to the above and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the date last above written.

A. S. Clanton
NOTARY PUBLIC in and for the State of
Idaho, residing at Moscow, Idaho.

STATE OF IDAHO)
 :SS.
County of Latah)

On this 11 day of June, 1974, before me, the undersigned,
a Notary Public in and for said state, personally appeared A. S. CLANTON,
known to me to be the person whose name is subscribed to the above and
foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal
the date last above written.

James A. Clanton
NOTARY PUBLIC in and for the State of
Idaho, residing at Moscow, Idaho.