



CERTIFICATE OF INCORPORATION
OF

WOODLAND HEIGHTS SUBDIVISION NO. 1 WATER ASSOCIATION INC.

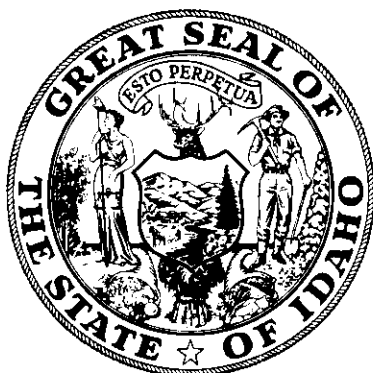
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

WOODLAND HEIGHTS SUBDIVISION NO. 1 WATER 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 February 21, 19 84.



Pete T. Cenarrusa

SECRETARY OF STATE

Denise Dier

Corporation Clerk

ARTICLES OF INCORPORATION
OF
WOODLAND HEIGHTS SUBDIVISION NO. 1 WATER ASSOCIATION INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a non-profit corporative association for the purposes hereinafter stated, and pursuant to the provisions of the Idaho Code, do hereby certify as follows:

ARTICLE I

The name of the Association shall be Woodland Heights Subdivision No. 1 Water Association Inc.

ARTICLE II

The nature of the business of the non-profit corporative association, and the purposes for which the association is formed are as follows:

Section 1.

To acquire ownership in well property as follows:

Beginning at a point that is N.89°25'51"W. 35.0 feet along the South line of Lot 5 from the Southeast corner of Lot 5, Block 2, Woodland Heights, Subdivision No. 1, Bonneville County, Idaho; running thence N.89°25'51"W. 40.00 feet; thence N.0°34'09"E. 20.00 feet; thence S.89°25'51"E. 40.00 feet; thence S.0°34'09"W. 20.00 feet to the point of beginning.

ALSO a roadway and utility easement 15 feet in width, the South line of which is described as follows: Beginning at the Southeast corner of Lot 5, Block 2, Woodland Heights, Subdivision No. 1, Bonneville County, Idaho; running thence N.89°25'51"W. 35 feet.

TO operate and maintain on said lot and elsewhere a water distribution system consisting of a well, electrical panels, pressure system and distribution lines together with any and all other necessary equipment to provide water to certain residences located in the area of Woodland Heights Subdivision No. 1 of Bonneville County, State of Idaho.

Section 2.

To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto, or in connection therewith, which are not forbidden by law or by these Articles of Incorporation.

Section 3.

To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the Association.

Section 4.

To appoint agents and sub-agents, and to enter into all necessary contracts with agents, sub-agents, and dealers.

Section 5.

To borrow money and otherwise incur indebtedness without limit as to amount and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotible or non-negotiable, and whether secured or unsecured.

Section 6.

To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this state, and to hold and lease real or personal property situated out of this state.

Section 7.

To apply for, purchase, register or in any manner to acquire, and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with licenses, copyrights, trademarks, and trade names.

Section 8.

To make By-Laws for the government and regulation of its affairs.

Section 9.

To own and hold membership in and share capital of other associations and any other corporations, and any types of bonds or other obligations; and while the owner thereof, to exercise all the rights of ownership.

Section 10.

To have, exercise and enjoy all the powers now or hereafter granted to corporations and associations organized under the laws of the State of Idaho, and to do any act or thing necessary or convenient for the transaction of the aforementioned business and/or carrying into effect any and all of the aforementioned objects and purposes.

Section 11.

To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description, whatsoever and wheresoever situated, and any interest therein.

Section 12.

To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description, whatsoever and wheresoever situated, and any interest therein.

Section 13.

All the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict the general powers of the Association, provided, however, that nothing herein contained shall be deemed to authorize or permit the Association to carry on any business or to exercise any power or to do any act which nonprofit cooperative associations formed under Idaho Code now or hereafter existing may not, at any time, lawfully carry on or do.

ARTICLE III

The Association is to have perpetual existence.

ARTICLE IV

The location and address of the Association's registered office shall be Route 9, Box 163, Idaho Falls, Idaho 83402. *RA: Gary Park*

ARTICLE V

The names and post office addresses of the incorporators are as follows:

Tom Reinecker
Route 9, Box 169
Idaho Falls, Idaho 83402

Fumio Nukaya
Route 9, Box 168
Idaho Falls, Idaho 83402

Stephen Carter
Route 9, Box 167
Idaho Falls, Idaho 83402

Ronald Cole
Route 9, Box 166
Idaho Falls, Idaho 83402

Victor Storhok
Route 9, Box 165
Idaho Falls, Idaho 83402

Fred DiLorenzo
Route 9, Box 164
Idaho Falls, Idaho 83402

D. Gary Park
Route 9, Box 163
Idaho Falls, Idaho 83402

James Gabettas
Route 9, Box 162
Idaho Falls, Idaho 83402

Donald L. Smith
Route 9, Box 161
Idaho Falls, Idaho 83402

Richard K. Thom
Route 9, Box 160
Idaho Falls, Idaho 83402

Donald R. Chick
Route 9, Box 159
Idaho Falls, Idaho 83402

Wilferd L. Antonson
Route 9, Box 158
Idaho Falls, Idaho 83402

Larry L. Davis
2750 Charlotte Drive
Idaho Falls, Idaho 83402

Loa Peters
2766 Charlotte Drive
Idaho Falls, Idaho 83402

*as per
Valida Davis
and initial
directors*

ARTICLE VI

The Board of Directors shall consist of fourteen directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting the Board shall not be less than three or more than eighteen.

ARTICLE VII

The association shall not have capital stock, but its capital shall be represented by membership certificates subject to the restrictions imposed by Idaho Code. The voting power, property rights, interests and duties of the members of the Association shall be determined on the following basis;

A. The Association shall issue fourteen (14) membership certificates representing Lots 4, and 5 of Block 1 and Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, and 10 of Block 2 and Lots 1 and 2 of Block 3 of the Woodland Heights Subdivision No. 1 of Bonneville County, Idaho, according to the recorded plat thereof. Additional certificates representing Lots 1, 2, 3, and 6 of Block 1 shall be issued at such time as they connect to the well system. One of such memberships shall be owned by each of the owners or contract purchasers of said lots.

B. Membership certificates shall be subject to assessment for costs of the maintenance and development of the facilities of this Association. Such assessments shall be provided for as the By-Laws of the Association prescribe.

C. Each membership certificate shall always be held by the owner or contract purchaser of the lots of Woodland Heights Subdivision No. 1 referred to in Paragraph A. of this Article. Membership certificates can only be transferred in conjunction with the transfer of interest in the said lots, and further must be transferred at the time of transfer of an interest in said lots.

D. The voting power and property rights and interests of each member of whose fees or assessments are fully paid and who is in good standing shall be equal and each member shall be entitled to one vote only.

E. No member shall be liable for any debt or obligation of this Association.

ARTICLE VIII

These Articles may be amended in the manner provided by statute at the time of amendment.

IN WITNESS WHEREOF, we have hereunto set our hands in triplicate originals this 4 day of , 1984.

Donald F. Smith
Larry Haus
Todd Reenecku
James Nuhaya
James Dabellon
Mrs. Donald R. Chicks
Michael L. Antinson
Frederick D. Lang
Samuel W. Stas
Lorraine Carter
D. Larry Park
R. R. Goble
R. J. Horn
L. A. Peters