

**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

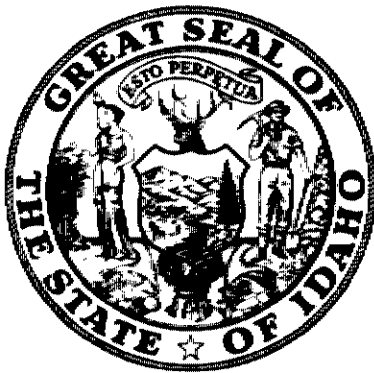
**STONERIDGE UTILITY COMPANY, INC.**

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 STONERIDGE  
UTILITY COMPANY, 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 April 11, 1988



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*Sandra Mawrey*  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

STONERIDGE UTILITY COMPANY, INC.  
(Non-Profit Corporation)

RECEIVED  
SECRETARY OF STATE  
28 APR 11 97 10 53

KNOW ALL MEN BY THESE PRESENTS:

THAT we, the undersigned, all of whom are citizens of the United States and are over the age of majority, do hereby execute and make the following Articles of Incorporation for the purpose of forming a non-profit corporation under and pursuant to Idaho law, and we do hereby certify:

ARTICLE I.  
Name

The name of this corporation shall be STONERIDGE UTILITY COMPANY, INC.

ARTICLE II.  
Purpose

The specific and primary purposes for which this association is formed are to provide an organization to acquire, maintain, sell and make available water and sewer services through a network of distribution, collection, and treatment facilities, to the membership hereof.

ARTICLE III.  
Powers

The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Idaho law and §501(c)(3) of the Internal Revenue Code of 1954 as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from the Federal Income Tax under §501(c)(3) of the Internal Revenue Code.

**ARTICLE IV**  
**Membership Certificates**

The Corporation shall not have capital stock. Each member shall be issued a Membership Certificate and shall have one (1) vote. The rights and interests of all members shall be equal and no member can have or acquire a greater interest therein than any other member.

**ARTICLE V**  
**Restriction**

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

(b) No part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervent in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE VI**  
**Amendments**

All provisions of these Articles of Incorporation shall be subject to amendment consistent with the provisions of Idaho state law and §501(c)(3) of the Internal Revenue Code of 1954 as amended, by the affirmative vote of the members entitled to vote in respect thereof, in attendance at the annual meeting or at any special meeting, providing that due notice of the amendment is included in the notice of said meeting.

**ARTICLE VII  
Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the State of Idaho in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for charitable, educational, religious or scientific purposes.

**ARTICLE VIII  
Registered Office**

The registered office of the Corporation has a mailing address of P.O. Box 135, Blanchard, Idaho 83804, and a physical location is Stoneridge development near Blanchard, in rural Bonner County, Idaho; and the registered agent at said address shall be Cindy Thomas.

**ARTICLE IX  
Duration**

The duration of this Corporation shall be perpetual.

**ARTICLE X  
Management**

The affairs of the Corporation shall be managed by a Board of Directors to be elected as provided in the Bylaws, but in no

case shall the number of directors be fewer than three (3). The directors shall hold their offices for one (1) year, or such other period as the Bylaws shall determine, and until their successors are elected and qualified. The initial directors of the Corporation shall be all of those persons whose names appear in the Articles as incorporators.

**ARTICLE XI**  
**Incorporators, Original Members**  
**and Directors**

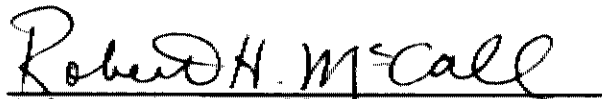
The names and addresses of the incorporators and original members and original Board of Directors of the Corporation, each of whom shall serve as a director until his successor is duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
LEONARD G. VAN PATTEN	East 808 Walton Spokane, Washington 99207
LEONARD E. PARENTEAU	Route 6, Box 116A Priest River, Idaho 83856
ROBERT H. McCALL	Post Office Box 699 Hayden Lake, Idaho 83835
VICTOR J. GIAMPIETRI	East 23 Longfellow Spokane, Washington 99207
CYNTHIA J. MAHAFFEY	Post Office Box 190 Blanchard, Idaho 83804


DATED this 15th day of February, 1988.

  
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Leonard G. Van Patten

  
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Leonard E. Parenteau

  
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Robert H. McCall

  
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Victor J. Giampietri

  
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Cynthia J. Mahaffey