



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

WRENCOE HILLS WATER ASSOCIATION, INC.

was filed in the office of the Secretary of State on the 15th day of June A. D. One Thousand Nine Hundred Seventy-eight and is ^{will be} duly recorded on ~~Form 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 and Sections 30-1001 to 30-1005, inclusive, 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 Sandpoint, Idaho in the County of Bonner and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 15th day of June A.D., 1978 .

Secretary of State.

ARTICLES OF INCORPORATION
OF
WRENCOE HILLS WATER ASSOCIATION, INC.,
A NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are full age citizens of the United States of America, being desirous of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby enter into and adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be WRENCOE HILLS WATER ASSOCIATION, INC., A NON-PROFIT CORPORATION.

ARTICLE II.

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

<u>Name:</u>	<u>Address:</u>
Millard C. Evenson	631 Lakeview Blvd. Sandpoint, Idaho 83864
Ruth M. Evenson	631 Lakeview Blvd. Sandpoint, Idaho 83864
Audrey L. Straub	Route 5, Box 112 Priest River, Idaho 83856
Wayne M. Evenson	3308 Viewcrest Drive Bremerton, Washington 98310
Kristine M. Carter	Star Route, Box 3255 Wasilla, Alaska 99687
Loren J. Evenson	3701 Sprucedale Drive Annandale, Virginia 22003.

ARTICLE III.

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE IV.

The purposes for which this corporation are formed are:

- (1) To construct, purchase, operate and maintain a domestic water system for the membership of said district; to purchase or produce and sell water at wholesale and retail rates.
- (2) To own, construct and maintain all roads within Wrencoe Hills Subdivision.
- (3) To own, hold, buy and sell stock in other corporations, associations and partnerships.
- (4) To purchase, subscribe for or otherwise acquire and to own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part, in cash or by exchange therefor of stocks, bonds or other evidences of indebtedness, or securities, of this or any other corporation, and while owning or holding any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property and to exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned.

(5) To aid, either by loans or by guaranty of securities, or in any other manner, any corporation, domestic or foreign, any shares of stocks, bonds, debentures, evidences of indebtedness or other securities which are held by this corporation or in which it shall have any interest and do any acts designed to protect, preserve, improve or enhance the value of the property at any time held or controlled by this corporation or in which it may be interested.

(6) To enter into, make, perform and carry out contracts of any kind for any lawful purpose of any persons, firms, associations or corporations.

ARTICLE V.

The principal place of business of this corporation and its principal offices shall be at 631 Lakeview Boulevard, Sandpoint, Bonner County, State of Idaho.

The board of directors may from time to time establish and maintain within or without the State such other place of business and such other offices as may be useful or convenient in transacting the business affairs of the corporation.

ARTICLE VI.

Membership shall be based upon certificates of membership for consideration fully paid based upon a rate per member to be hereafter fixed by the duly elected and acting board of directors and may from time to time be increased or decreased by action of said board, and that each membership certificate shall entitle the holder thereof to one vote in any of the affairs of the association. The rights and interests of all

members shall be equal, and no member shall have or acquire a greater interest than any other member.

ARTICLE VII.

The number of directors who shall manage the business of the corporation shall be not less than five who must be members in good standing in said association.

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To amend or repeal the by-laws of the corporation and adopt new by-laws.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time

to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the membership certificates issued and outstanding having voting power given at a members' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting certificates issued and outstanding, to sell, lease, or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

ARTICLE VIII.

That the names of the subscribers with their addresses are as follows:

<u>Name:</u>	<u>Address:</u>
Millard C. Evenson	631 Lakeview Boulevard Sandpoint, Idaho 83864
Ruth M. Evenson	631 Lakeview Boulevard Sandpoint, Idaho 83864
Audrey L. Straub	Route 5, Box 112 Priest River, Idaho 83856
Wayne M. Evenson	3308 Viewcrest Drive Bremerton, Washington 98310
Kristine M. Carter	Star Route, Box 3255 Wasilla, Alaska 99687
Loren J. Evenson	3701 Sprucedale Drive Annandale, Virginia 22003.

IN WITNESS WHEREOF, the above named incorporators have hereunto set their hands and seals this 12th day of April, 1978.

Millard C. Evenson
Ruth M. Evenson
Audrey L. Straub
Wayne M. Evenson
Justin M. Carter
Loan Evenson

STATE OF IDAHO,)
 : ss.
County of Bonner,)

On this 3/5 day of May, 1978, before me, the undersigned, a Notary Public for said State, personally appeared MILLARD C. EVENSON and RUTH M. EVENSON, 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 seal the day and date last above written.

Charles S. Harvey
Notary Public in and for the State of Idaho,
Residing at Sandpoint therein.

STATE OF IDAHO,)
 :ss.
County of Bonner,)

On this 31st day of MAY, 1978, before me, the undersigned, a Notary Public for said State, personally appeared AUDREY L. STRAUB, known to me to be the person whose name is subscribed to the above and foregoing instrument, and acknowledged to me that she executed the same.

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

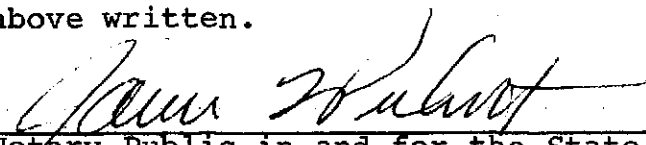


Notary Public in and for the State of
Idaho, residing at SANDPOINT, IDAHO therein.

STATE OF WASHINGTON,)
 :ss.
County of Kitsap)

On this 22nd day of MAY, 1978, before me, the undersigned, a Notary Public for said State, personally appeared WAYNE M. EVENSON, 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 seal the day and date last above written.



Notary Public in and for the State of
Washington, residing at Bremerton therein.

STATE OF ALASKA,)
)
) ss.
) Nat Su Bow)

On this 20 day of April, 1978, before me, the undersigned, a Notary Public for said State, personally appeared KRISTINE M. CARTER, known to me to be the person whose name is subscribed to the above and foregoing instrument, and acknowledged to me that she executed the same.

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

Joni Utt
Notary Public in and for the State of
Alaska, residing at Wasilla therein.

STATE OF VIRGINIA,)
)
) ss.
) County of FAIRFAX)

On this 12th day of April, 1978, before me, the undersigned, a Notary Public for said State, personally appeared LOREN J. EVENSON, 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 seal the day and date last above written.

Samuel A. Thornton
Notary Public in and for the State of
Virginia, residing at Annandale therein.

My Commission Expires April 6, 1981

STATE OF IDAHO,)
 : ss.
County of Bonner,)

MILLARD C. EVENSON being first duly sworn, on his oath
deposes and says:

That he is one of the above named subscribers to the above
and foregoing Articles of Incorporation, and that all of the
subscribers thereto, to-wit: Millard C. Evenson, Ruth M. Even-
son, Audrey L. Straub, Wayne M. Evenson, Kristine M. Carter and
Loren J. Evenson, are full age citizens of the United States
of America.

Millard C. Evenson

Subscribed and sworn to before me this 31ST day of

May, 1978.

Charles S. Harvey
Notary Public in and for the State of Idaho,
Residing at Sandpoint therein.