

**FILED EFFECTIVE**

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STATE OF IDAHO  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION**  
OF

**WOODLAND MEADOWS WATER CORPORATION**

We, the undersigned, being adult citizens of the United States of America, for the purpose of forming a non-profit corporation pursuant to Chapter 3 of Title 30, Idaho Code, do hereby adopt and certify the following Articles of Incorporation, to-wit:

**ARTICLE I**

The name of the corporation shall be "Woodland Meadows Water Corporation."

**ARTICLE II**

The term of existence of this corporation shall be perpetual.

**ARTICLE III**

The purposes for which this corporation is organized are:

A. To purchase, lease, take, appropriate, hold, own or otherwise acquire, and to maintain and operate water rights, and acquire, purchase, lease, take, appropriate, own, hold, build, maintain and operate wells, dams, canals, ditches, flumes, pipelines and all other works necessary or convenient for the appropriation, diversion, storage, transportation and distribution of water for domestic uses.

IDAHO SECRETARY OF STATE  
12/20/2013 05:00  
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B. To sink wells and shafts, and to make, build and construct, lay down and maintain, reservoirs, cisterns, culverts, filter beds, mains and pipes and appliances, to acquire licenses, concessions and permits therefor and, in general, to execute and *do all* other works and things necessary or convenient for obtaining, storing, delivering, measuring and distributing water.

C. To levy assessments in such manner and in such amount as may be provided in the By-Laws of this corporation and as may be provided by the laws of Idaho.

D. To Sell, provide, supply, and otherwise distribute to its members in and in the vicinity of Woodland Meadows Subdivision, Clearwater County, Idaho, water for domestic purposes.

E. 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 this corporation is formed except such as are inconsistent with the expressed provisions of the laws of Idaho under which this corporation is formed.

F. The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of Idaho.

#### **ARTICLE IV**

The address of the initial registered office of the corporation is 204 Woodland Meadow, Orofino, Idaho. The mailing address is 204 Woodland Meadow, Orofino, Idaho, 83544. The name of the initial registered agent of the corporation at the initial registered office of the corporation is Traci Telecky.

#### **ARTICLE V**

This corporation shall not have capital stock. Its ownership shall be represented by Membership Certificates which shall be issued to each holder of a fully paid membership and shall be numbered consecutively in accordance with the order of issue.

Each certificate shall be signed by the President or Vice President and by the Secretary-Treasurer and shall be sealed with the seal of the corporation. The name and membership of each member and the date of issuance of each certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may issued therefor upon such terms and conditions as the Board of Directors may determine.

All transfers of membership certificates shall be made upon the books of corporation, upon the surrender of the certificate covering the same by the holders thereof or by their legal representatives, upon approval of the Board of Directors, but only to persons eligible to become members and only when a transferring member is free from indebtedness to the corporation.

## ARTICLE VI

The number of members shall equal the number of lots upon which a residence exists. The ownership of each lot, including all residents of that lot, shall constitute one membership. Each membership so constituted shall have one vote per lot.

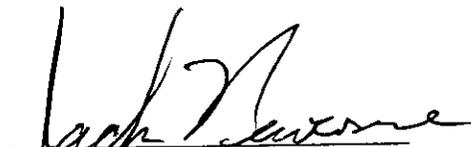
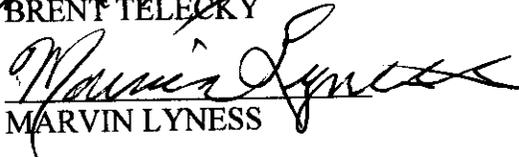
## ARTICLE VII

The corporation shall have four (4) directors. The initial Board of Directors shall consist of four (4) directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of the members and until their successors are elected and qualified are:

Name	Address	City, State, Zip
Brent Telecky	204 Woodland Meadow	Orofino, ID 83544
Jack Newsome	280 Woodland Meadow	Orofino, ID 83544
Marvin Lyness	267 Woodland Meadow	Orofino, ID 83544
Brad George	389 Woodland Meadow	Orofino, ID 83544

**ARTICLE VIII**

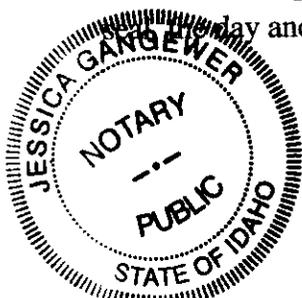
These Articles of Incorporation may be amended by a two-thirds (2/3) majority vote of the members of the corporation at any regular meeting or at any special meeting called for that purpose by a majority of the Board of Directors after thirty (30) days written notice to all members, which notice shall be in conformance with the statues and regulations of the state of Idaho.

 BRENT TELECKY	 JACK NEWSOME
 MARVIN LYNES	 BRAD GEORGE

STATE OF IDAHO            )  
  )  
County of Clearwater     )

On this 19 day of November, 2013, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared BRENT TELECKY, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my day and year in this certificate first written above.



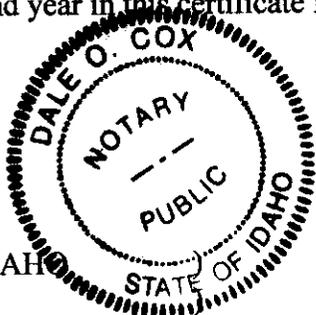
  
Notary Public in and for the State of Idaho,  
residing at Orofino, therein.

My commission expires: 9-10-18

STATE OF IDAHO )  
 )  
County of Clearwater )

On this 19 day of November, 2013, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JACK NEWSOME, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, the day and year in this certificate first written above.

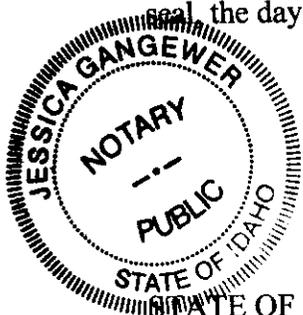


[Signature]  
Notary Public in and for the State of Idaho,  
residing at Orofino, therein.  
My commission expires: May 1, 2016

STATE OF IDAHO )  
 )  
County of Clearwater )

On this 18 day of November, 2013, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared MARVIN LYNESS, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, the day and year in this certificate first written above.

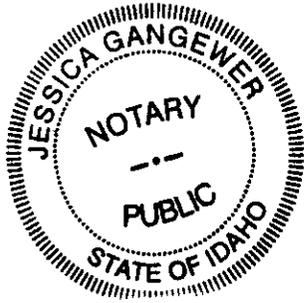


[Signature]  
Notary Public in and for the State of Idaho,  
residing at Orofino, therein.  
My commission expires: 9-10-18

STATE OF IDAHO )  
 )  
County of Clearwater )

On this 12 day of ~~November~~ <sup>4th</sup> December, 2013, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared BRAD GEORGE, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, the day and year in this certificate first written above.



  
Notary Public in and for the State of Idaho,  
residing at Orofino, therein.  
My commission expires: 9-10-18