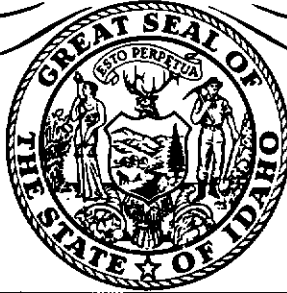


State of Idaho



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

"BELLE AIRE ACRES NO. 2 PROPERTY OWNERS ASSOCIATION, INC."

was filed in the office of the Secretary of State on the 25th. day
of April A.D., One Thousand Nine Hundred Seventy-five and
will be microfilm
/duly recorded on ~~Film No.~~ 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

Nampa

in the County of

Canyon

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 25th day of April ,
A.D., 1975 .

Pete T. Cenarrusa

Secretary of State.

Penny Jensen
Corporation Clerk.

ARTICLES OF INCORPORATION
OF
BELLE AIRE ACRES NO. 2
PROPERTY OWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being citizens of the United States of America, and of the State of Idaho, and being of full age, have this day voluntarily associated ourselves together for the purpose of forming a non-profit cooperative association under the laws of the State of Idaho, Title 30, Section 117A, to be hereinafter referred to as a corporation, and do hereby adopt the following ARTICLES OF INCORPORATION, to-wit:

ARTICLE I

The name of this corporation shall be and is: "BELLE AIRE ACRES NO. 2 PROPERTY OWNERS ASSOCIATION, INC."

ARTICLE II

The purposes for which this corporation is formed are the following:

1. To encourage the conservation of water by members of the corporation by means of the cooperative efforts of the members of the corporation, and to promote the efficiency of use of water by the members.
2. To provide for the members of this corporation a stable and continuing supply of water for the domestic use and other uses of the members thereof.

And for these purposes the corporation shall have authority:

- a. To lease and use real and personal property incidental and necessary to the operation of a water system and to enter into any and all contracts that may become necessary to the carrying out of the purposes aforesaid.

- b. To buy, sell, own, lease and improve real estate incidental and necessary to the operation of a water system which may be required or determined necessary and convenient for the purpose of carrying on any of the objects of the corporation.
- c. To buy, sell and deliver all goods, wares and merchandise and own all kinds of equipment, apparatus and appliances reasonably related to and required by the principal business of this corporation.
- d. To contract debts and issue bills, notes, mortgages, bonds and debentures.

ARTICLE III

The corporation is not organized for pecuniary profit, nor shall have any power to issue certificates of stocks or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director or individual. The balance, if any, of all money received by the corporation from its operations, after payment in full of all debts and obligations of the corporation of whatsoever kind and nature shall be used in the exercise of the purposes above set forth.

ARTICLE IV

The rights of membership will extend to all owners of improved properties in the Belle Aire Acres No. 2, County of Canyon, State of Idaho; such membership to depend solely upon ownership of said improved properties, and such membership shall be identified with the ownership of said improved properties, and shall not be subject to the approval of the Board of Directors or other members. Provided, however, that membership shall also extend to the developer and original owner of the Belle Aire Acres No. 2. Said developer and

original owner shall have one membership for each unimproved lot owned by him. The rights and interests of all members shall be unequal.

Each member hereof shall receive and hold a certificate for each improved property which he holds in the Belle Aire Acres No. 2, Canyon County, Idaho, and such members' voting rights shall be restricted to owners of improved property and shall depend on the number of properties or certificates owned by him and each member is entitled to one vote for each certificate which he owns. An improved property shall be defined as each separate tract upon which a dwelling unit is constructed or being constructed. Provided, however, that the original owner and developer of said Belle Aire Acres No. 2 shall have one membership certificate for each unimproved lot owned by him and shall be entitled to one vote for each certificate which he owns.

ARTICLE V

A member entitled to vote in a meeting may assign his proxy to a specific member entitled to vote at such meeting, and may also name an alternate. In advance of voting, proxies shall be submitted to the secretary and a committee may be appointed by said secretary to determine the validity of proxies. Proxies are limited to a maximum term of 11 months.

ARTICLE VI

No member hereof shall be expelled from the corporation or have his voting rights canceled, except by transfer of his improved properties, or the original owner and developer by transfer of his unimproved properties; however, the corporation shall have the power to suspend either the membership or the voting rights, or both, of any member hereof for such periods of time as his dues or

water bills are not paid; and the corporation shall have power to attach liens against such member's improved property for nonpayment of said dues or bills; and the service of the water system can be suspended and shut off only when said dues or bills are not paid, and said service shall be restored promptly upon payment of said dues or bills.

ARTICLE VII

"Original owner and developer" as used in these Articles shall include the heirs of the original owner and developer and any person or corporation who may assume the development of the Belle Aire Acres No. 2 and acquires the entire interest of the original owner and developer therein.

ARTICLE VIII

All corporate meetings, unless otherwise notified, shall be at the residence of Thomas Williams, Route 3, Box 3287, Nampa, Canyon County, Idaho.

ARTICLE IX

The system for providing water to the members hereof shall be owned by the corporation and not held by any other means.

ARTICLE X

The existence of this corporation shall be perpetual.

ARTICLE XI

The registered office of this corporation shall be in care of Thomas Williams, Route 3, Box 3287, Nampa, Canyon County, Idaho.

ARTICLE XII

The meetings of the members of this corporation shall be held within the territorial boundaries of the State of Idaho.

ARTICLE XIII

The number of directors of the corporation shall be five.

ARTICLE XIV

The directors of this corporation shall not have the power to amend the bylaws of these articles in any way.

ARTICLE XV

Any amendment to these articles may be made by a vote of a two-thirds majority of all the eligible voters, restricted, however, to the condition that these articles shall not be amended or changed during or within the first year of their existence, said existence to commence from the date of its certificate. Said condition to apply with only one exception, said exception being that if the corporation shall receive the approval of the Federal Housing Administration for a particular change, then such change may be made within the first year.

The incorporators of this corporation are: THOMAS WILLIAMS, Route 3, Box 3287, Nampa, Idaho; MARIE WILLIAMS, Route 3, Box 3287, Nampa, Idaho; and GLENDA SUE BROOKINS, 417 B Stanford, Nampa, Idaho.

IN WITNESS WHEREOF, we, the incorporators of the said corporation have hereunto set our hands this 19th day of April, 1974.

Thomas Williams
THOMAS WILLIAMS

Marie Williams
MARIE WILLIAMS

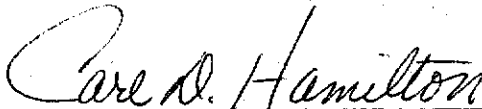
Glenda Sue Brookins
GLENDA SUE BROOKINS

STATE OF IDAHO }
County of Canyon } ss.

On this 19th day of April, 1974, before me, the

undersigned, a Notary Public in and for said State, personally appeared THOMAS WILLIAMS and MARIE WILLIAMS and GLENDA SUE BROOKINS, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

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



NOTARY PUBLIC FOR IDAHO
Residence: Nampa, Idaho

*SEAL