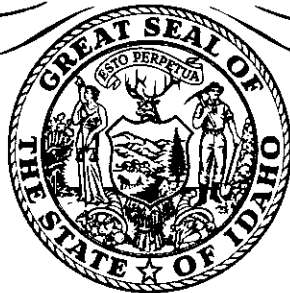


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

WADE'S SUBDIVISION WATER ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **Nineteenth** day of **October** A. D. One Thousand Nine Hundred **Sixty-two** and is duly recorded on Film No. **121** 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 **Nampa,** in the County of **Canyon,** 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 **19th** day of **October**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
WADE'S SUBDIVISION WATER ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to Chapter 10, Title 30 of the Idaho Code Annotated, do hereby certify as follows:

ARTICLE I

NAME

The name of this non-profit, non-stock corporation shall be the Wade's Subdivision Water Association, Inc.

ARTICLE II

PURPOSES

The purposes for which said association is formed are as follows:

To provide a community water system for domestic uses and such other and additional uses as shall from time to time be necessary, to provide and maintain a pumping plant or facilities, pipe lines, and any other necessary equipment or facilities to permit the utilization of domestic water and water for other uses to the residents of the Wade Subdivision located according to the official plat thereof on file and of record in the Office of the County Recorder, Canyon County, Idaho, being a portion of Section 33, Township 3 North, Range 2 West of the Boise Meridian, Canyon County, Idaho, to make other improvements of any kind or nature that may be determined from time to time for the benefit of the residents of said Subdivision, including but not limited to, fire protection

and community improvements, such as lighting, streets, walks, parks, and other benefits as may from time to time be proposed.

To borrow money, issue bonds, mortgages or other commitments as security for money loaned or borrowed.

To purchase, lease, hold, sell, develop, mortgage, convey or otherwise acquire or dispose of real and personal property necessary or proper for the carrying out of the purposes of this corporation.

To do all things permitted of a non-profit corporation to be done under the laws of the State of Idaho.

ARTICLE III

The term for which this corporation shall be organized shall be perpetual.

ARTICLE IV

The location of said corporation shall be Wade's Subdivision, Nampa, Canyon County, Idaho.

ARTICLE V.

The corporation shall be non-stock and no dividends or pecuniary profits shall be declared to the members thereof.

ARTICLE VI

OFFICERS

The general officers of the corporation shall be the President, Vice President, Secretary, Treasurer; and the Board of Directors shall consist of five (5) members.

ARTICLE VII

DUTIES

The principal duties of the President shall be to preside at all meetings, direct and supervise the affairs of the organization,

make such appointments as may be required, subject to the approval of the Board of Directors, and to make an annual report about the activities of the Wade's Subdivision Water Association, Inc., to the members thereof. He shall be required to perform such other and additional duties as may be referred to him by the Board of Directors or be deemed proper in the management of his office.

Vice President shall be charged with the duty of acting in the absence of the President, as the President Pro Tem of the organization.

Secretary shall be charged with the keeping of such records as may be required in the normal course of business of said corporation and such further and additional duties as may be required by law or by the Directors and shall give notice of all meetings and keep minutes of all meetings of either the Board of Directors or of the entire membership and shall be the custodian of all official records of the organization.

Treasurer shall report in detail on last Monday in January and at its annual meeting to the organization, all sums received and expended, all outstanding obligations, and such other matters as may be deemed proper.

The said officers shall perform such additional or different duties as may from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the By-Laws.

ARTICLE VIII

Said corporation shall hold its first meeting for the election of officers on the 10th day of October, 1962, at Wade's Subdivision, Nampa, Canyon County, Idaho.

ARTICLE IX

MEMBERSHIP

Any person who shall own improved real property within said Wade's Subdivision, regardless of the area or size thereof, shall be entitled to a membership interest in this corporation and the owner thereof of said improved real property shall be entitled to one vote in any and all meetings of said membership of the corporation. In case of an absentee owner the occupant of said land under lease or other valid agreement shall, in the absence of the owner, be considered to hold a prima facie proxy from the absentee owner should the owner not appear at any regularly called meeting of which the owner shall have had proper notice. This provision for prima facie proxy to the occupant shall not be deemed or considered as preventing the owner from executing a written proxy to any other person and such written proxy shall take precedence over the prima facie proxy hereinabove referred to.

No stock shares or membership certificate shall be required to be issued except as may be provided for by the By-Laws of the corporation. No share or interest in the corporation shall be separated or served from the land and the ownership of the land shall be determinative of the right to exercise the interest or share in the association, subject to such provisions as may be contained from time to time in the By-Laws.

The voting of all members shall be conducted pursuant to the regulations contained in the By-Laws determining the vote of all members of this corporation.

ARTICLE X

AMENDMENTS

These articles may be amended by a two-thirds vote of the members present at any regular or special meeting, providing written notice of the proposed amendment or amendments has been mailed to each member at his last known address at least ten (10) days in advance of the meeting.

IN WITNESS WHEREOF, We have hereunto set our hands, this

10th day of October, 1968.

412 - 22nd Ave., So., Nampa

Chicola Drive, Nampa, Idaho

Nampa, Idaho

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828 Florence, Nampa, Idaho

J. H. Jacoby
Robert R. Gifford
Donald E. Miller
Lynn R. Huffaker
Beverly Huffaker
Roguel Miller
Andrew Ormelian
Anna Ormelian
Frederick Johnson (pres)
Margaret L. Engberg

STATE OF IDAHO)
) SS.
County of Canyon)

On this 16th day of ^{October 1962}~~February, 1969~~, before me, the under-

signed, a Notary Public in and for said State, personally appeared

Frank C. Bunting, Edward J. Engberg, Donald E. Hill,
Lynn H. Huffaker, Beverly Huffaker, Rachel Wright,
Archie Armitage, Anna Armitage, Thelma E. Turner,
Margaret K. Engberg

known to me to be the persons whose names are subscribed to the
within 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.

Donald E. Hill
Notary Public for Idaho,
Residing at Nampa, Idaho.

(SEAL)