

B0914-0984 06/10/2024 1:12 PM Received by Office of the Idaho Secretary of State

For Office Use Only

-FILED-

File #: 0005784112

Date Filed: 6/10/2024 1:12:00 PM

Dunbar Law, PLLC | 420 N. 2nd Ave., Ste. 112, Sandpoint, ID 83864 | info@adunbarlaw.com | 208-449-1940

RESTATED ARTICLES OF INCORPORATION OF MOUNTAIN SPRINGS WATER CORPORATION

The Mountain Springs Water Corporation was formed under the original Articles of Incorporation on March 24, 1995, and is subject to the Articles of Amendment filed on September 20, 1995. Now, the Mountain Springs Water Corporation adopts these Restated Articles of Incorporation which entirely replace and supersede those previous Articles. These Restate Articles of Incorporation were adopted by the Board of Directors on January 16, 2024, pursuant to the existing Articles and Idaho Code § 30-30-701 and 702.

ARTICLE I. NAME OF CORPORATION, OFFICE, REGISTERED AGENT

- 1.1 **Corporate Name.** The name of the corporation shall be Mountain Springs Water Corporation (hereinafter "Corporation").
- 1.2 **Corporate Office.** The Corporation shall maintain a Corporation office in Bonner County, Idaho. The principal office of the Corporation shall be located at 722 Bottle Bay Road, Sagle, ID 83860.
- 1.3 **Registered Agent.** The Corporation, acting through its Board of Directors (hereinafter "Board"), shall designate a registered agent. The registered agent shall be Gerald H. Lewis, whose address (registered office) is 730 Bottle Bay Road, Sagle, ID 83860.

ARTICLE II. PURPOSE AND POWERS OF CORPORATION

- 2.1 **Purpose.** The purpose of the Corporation shall be to provide water services.
- 2.2 **General Authority.** The Corporation shall have and shall exercise all other rights and powers necessary and convenient to carry out its purpose including, without limitation, those general powers set forth in the Idaho Nonprofit Corporation Act.

- 2.3 **Bylaws.** The Corporation shall adopt and maintain Bylaws.
- 2.4 **Duties.** The Corporation through its Board of Directors, shall have the authority to: (a) levy and collect assessments from serviced lots; (b) enter into contracts as may be necessary or desirable to carry out the purpose of these Articles of Incorporation and Bylaws; (c) open and close bank accounts in the Corporation's name; (d) establish procedures and policies necessary or deemed desirable to provide for the general welfare for the Corporation; (e) place liens on the real property of users who fail to pay dues, assessments, fines and penalties, and to enforce such liens through judgment and foreclosure; and do all other legal acts related to the Corporations purpose.
- 2.5 **Recordation.** These Articles and the Bylaws may be recorded in the records of Bonner County, Idaho.

ARTICLE III. NO MEMBERS

- 2.1. **Members and Membership Rights.** The Corporation shall not have members.

ARTICLE IV. BOARD OF DIRECTORS

- 4.1 **Management Vested in the Board of Directors.** The Board shall govern the Corporation, manage the Corporation's property, adopt an annual budget, establish and collect assessments, enforce the Rules and Regulations, and take any other lawful action to advance the interests of the Corporation.
- 3.1. **Board of Directors.** The Board shall consist of no less than three (3) Directors and no more than five (5) who shall serve staggered three-year terms. Directors shall be appointed at an annual meeting or at a special meeting called for the purpose electing Directors. Directors shall be owners of lots served by the Corporation. Co-owners may serve as Directors. The Articles of Incorporation and/or Bylaws shall provide for the election and removal of directors.
- 4.2 **Current Directors.** The initial Directors shall be:
- Robert Gumerman, 144 Pierce Lane, Sagle, ID 83860.
- Lindy Lewis, 60 Bella Circle, Sagle, ID 83860.
- Scott Brown, PO Box 1175, Sandpoint, ID 83864.
- David Gillmor, 401 Bottle Bay Road, Sagle, ID 83860.
- Austin Terrell, 1948 Lignite Road, Sagle, ID 83860.

- 4.3 **Officers.** The Board shall annually elect its officers. There shall be a President, Vice President, Secretary and Treasurer. A person may hold more than one office except the President shall not serve as Secretary. Officers shall be elected by a majority of Directors voting at a duly called meeting of the Directors. An officer may be removed from office at any time, for any reason, by a majority of the elected Directors. Such removal shall be evidenced by a resolution, executed by a majority of the Directors and delivered to the Secretary and the officer being removed.
- 4.4 **Annual Meeting.** The annual meeting of the Board shall be held in the month of May each year, beginning with the year 2024, at a day and hour to be determined by the Board, for the purpose of electing one or more Directors, and for the transaction of such other business as may come before the meeting.
- 4.5 **Special Meetings.** Special meetings of the Board, for any purpose or purposes, unless otherwise prescribed by statute or the governing documents, may be called by the President or by request of at least two Directors made in writing to the President.
- 4.6 **Place of Meeting.** The Board of Directors may designate any location for the meeting so long as the meeting is held in Bonner County, Idaho, and may be attended remotely by video or telephone.
- 4.7 **Notice of Meeting.** Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fourteen (14) days nor more than forty (40) days before the date of the meeting, to each Director, at the record mailing or email address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, postage prepaid. If there is no address in the record or the address is invalid, the Secretary shall use the Director's address as set forth in the records of the Bonner County Assessor.
- 4.8 **Majority Vote.** Except as otherwise set forth herein, a majority of votes by Directors present at a meeting of the Board shall be the action of the Corporation. Quorum shall be a majority of current Directors.
- 4.9 **Proxy Voting.** Directors may vote by proxy executed in writing by the Director. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution. Every proxy shall be revocable at the pleasure of the Director who executed it.
- 4.10 **Waiver.** A Director may waive any right, including their right to notice, attendance, the location or date of a meeting, by making such waiver in writing and providing the waiver to the Secretary.

B0914-0987 06/10/2024 1:12 PM Received by Office of the Idaho Secretary of State

**ARTICLE V.
AMENDMENTS**

- 5.1 **Amendment by Board.** These Articles may be amended upon the consent of a majority of the Board.
- 5.2 **Effectiveness.** An amendment shall be effective upon its filing with the Idaho Secretary of State.

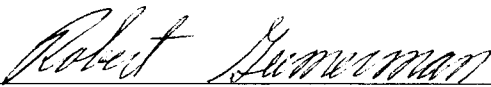
**ARTICLE VI.
DISSOLUTION**

- 6.1 **Requirements for Dissolution.** The Corporation may be dissolved upon the consent of Directors representing a majority.
- 6.2 **Distribution of Assets.** Upon dissolution, the assets of the Corporation shall be donated to a non-profit corporation.
- 6.3 **Statutory Provisions.** Dissolution shall otherwise be accomplished in compliance with Idaho Code section 30-3-110 et. seq.

**ARTICLE VII.
INDEMNIFICATION**

The Corporation shall indemnify and hold harmless its directors, officers, and employees from personal liability for monetary damages, court costs and attorney fees in any suit or proceeding, other than an action by or in the right of the Corporation, if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. This provision is intended to comply with, and shall be interpreted in conformity with the indemnification provisions of Idaho Code section 30-3-88.

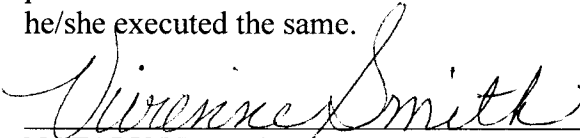
EXECUTED:



Robert Gumerman

STATE OF IDAHO }
COUNTY OF BONNER } ss.

On this 9th day of May, in the year of 2024, before me, a Notary Public for the state of Idaho, personally appeared **Robert Gumerman**, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.



NOTARY PUBLIC

