



CERTIFICATE OF INCORPORATION
OF

FOX MEADOWS NORTH END WATER USERS' ASSOCIATION, INC.

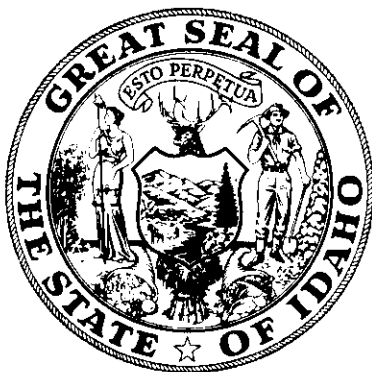
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

FOX MEADOWS NORTH END WATER USERS' ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated _____ May 29 _____, 19 80 .



SECRETARY OF STATE

Corporation Clerk

MAY 29 2 02 PM '80

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
FOX MEADOWS NORTH END
WATER USERS' ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

In compliance with the requirements of Title 30, Chapter 3, Idaho Code, the undersigned, all of who are residents of the State of Idaho, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation, not for profit, pursuant to Idaho Code, Title 30, Chapter 3 and do hereby certify the following:

ARTICLE I

NAME

The name of the corporation is Fox Meadows North End Water Users' Association, Inc., hereinafter called the "Association."

ARTICLE II

PURPOSES

1. To provide a community water system for irrigating and sprinkling uses, and such other and additional uses as shall from time to time be necessary, for the use and benefit of the members of the Association.
2. To provide and maintain necessary equipment and facilities as deemed necessary by the members to permit the utilization of irrigating water and water for other uses to the members of this Association located in Fox Meadows Subdivision, in Ada County, Idaho.

3. To make other improvements of any kind or nature that may be determined from time to time for the benefit of the members of this Association.

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

5. 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.

6. To establish reserves and to invest the funds thereof as the Association may deem satisfactory.

7. To fix, levy, collect, and enforce payment by any lawful means all charges or assessments as may be provided in the By-Laws.

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

ARTICLE III

LOCATION

The registered office of the Association is located at 10403 Littlewood, Boise, Idaho 83709.

ARTICLE IV

AGENT

Randy E. Thornton, whose address is 10403 Littlewood, Boise, Idaho 83709, is hereby appointed the initial registered agent for this Association.

ARTICLE V

TERM

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

ARTICLE VI

NON-STOCK CORPORATION

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

ARTICLE VII

BOARD OF DIRECTORS

The Board of Directors of this Association shall be five in number. The initial Board of Directors shall be made up of the following persons:

Skip Critell	10418 Mossywood	Boise, ID 83709
Randy Thornton	10403 Littlewood	Boise, ID 83709
Diane Canning	10481 Littlewood	Boise, ID 83709
Bud Gibson	10582 Lockwood	Boise, ID 83709
Dale Ham	6833 Ironwood	Boise, ID 83709

ARTICLE VIII

DUTIES OF OFFICERS

The By-Laws will prescribe the duties of the officers, and the Board of Directors may also impose or require additional duties of the officers so long as said additional duties are of a temporary nature.

ARTICLE IX

MEETINGS

The Association shall hold its annual meeting for the election of the Board of Directors and appointment of officers the second Monday of March of each year, commencing March 1981, in Ada County, Idaho. Other meetings of the Association shall be held in accordance with Title 30, Chapter 3, Section 30-310.

ARTICLE X

MEMBERSHIP

Anyone who owns real property in the area north of Trestlewood and east of Five Mile Road whose property adjoins Trestlewood, Mossywood, Bramblewood, Littlewood, Lockwood, Southdale, Ruddsdale, or Ironwood is an automatic member of this Association per the restrictive covenants of the subdivision.

ARTICLE XI

VOTING

Every member who has paid all fees and assessments to the Water Users' Association as required in the By-Laws will be allowed to vote on any issue regularly brought before the members as directed in the Bylaws or Articles of Incorporation and shall hereafter be known as members in good standing.

ARTICLE XII

ASSESSMENTS

This article authorizes the Board of Directors, with the approval of the members in good standing of this Association, to fix the amount and method of collection of assessments from time to time, and make them payable at such times or intervals, and upon such notice, and by methods as the Directors may prescribe. Assessments may be made enforceable by action upon notice given in writing twenty (20) days before commencement of such action. The assessments may be secured by a lien upon real property to which membership rights are appurtenant. This article relates to Chapter 3, Title 30, Idaho Code Section 30-308A.

ARTICLE XIII

DISSOLUTION

The Association may be dissolved with the assent given in

writing and signed by not less than two-thirds (2/3) of the members in good standing thereof, excluding the declarant. Upon dissolution of the Association other than incident to a merger or consolidations, the assets and liabilities to be dispensed per Title 30, Chapter 1, Idaho Code Section 30-1-87a, b, and c; and, Title 30, Chapter 3, Section 30-320.

ARTICLE XIV

AMENDMENTS

These Articles may be amended by a two-thirds (2/3) vote of the members in good standing present at any regular or special meetings, provided written notice of the proposed amendment(s) has been mailed to each member at his last known address at least ten (10) days, but not more than thirty (30) days in advance of the meeting.

ARTICLE XV

BY-LAWS

The initial By-Laws of the Association shall be adopted by the Board of Directors. The power to alter, amend, or repeal the By-Laws or adopt new By-Laws shall be vested in the members in good standing by at least a two-thirds (2/3) majority.

The By-Laws may contain any provision for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation.

IN WITNESS WHEREOF, **I** have hereunto set **my** hand , this 29th day of MAY, 1980.

Diane Canning 10481 Littlewood Boise, Id. 83709