

## 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

*YELLOW PINE WATER USERS ASSOCIATION, INC.*

was filed in the office of the Secretary of State on the *29th* day  
of *April* A.D., One Thousand Nine Hundred *seventy-six* and  
~~will be~~ *duly* recorded on ~~Film No.~~ *microfilm* 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  
*Yellow Pine* in the County of *Valley*

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 *29th* day of *April*,  
A.D., 19 *76*.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

1 ARTICLES OF INCORPORATION  
2 OF  
3 YELLOW PINE WATER USERS ASSOCIATION, INC.  
4

5 KNOW ALL MEN BY THESE PRESENTS:

6 The undersigned, being five or more natural persons, of  
7 lawful age, all of whom are citizens of the United States of  
8 America, do hereby adopt the following Articles of Incorporation,  
9 representing beforehand to the Secretary of State of the State  
10 of Idaho and all persons whom it may concern, that such corporation  
11 is one which does not contemplate pecuniary gain or profit  
12 to the members thereof and is organized for non-profit purposes,  
13 and no part of the net earnings thereof shall inure to the  
14 benefit of any member or other individual, in general conformity  
15 with Chapter 1, Title 30, particularly with Section 30-117A,  
16 Idaho Code, and amendments thereto, and

17 ARTICLE I

18 The name of this corporation shall be "YELLOW PINE  
19 WATER USERS ASSOCIATION, INC."

20 ARTICLE II

21 The period of duration of said corporation shall be  
22 perpetual.

23 ARTICLE III

24 SECTION ONE. In general the purposes for which the  
25 corporation is organized are as follows:

26 (a) General Purpose. To engage in and to conduct  
27 a general culinary and domestic water supply system in the  
28 area of Yellow Pine, Valley County, State of Idaho; and  
29 in such other places and areas as the Board of Directors and  
30 members may provide, and to use all types of material necessary  
31 for such purposes, all without limitation as to kind or nature,  
32 including new sites for sources of water; all types and kinds

1 of storage tanks, piping, water lines, franchises for the  
2 same, and all matters incidental thereto.

3 (b) Ancillary Purposes. To do everything necessary,  
4 proper, advisable, or convenient for the accomplishment of  
5 the purposes hereinabove set forth and incidental thereto  
6 or connected thereto which are not forbidden by law; to buy,  
7 sell, mortgage, apothecate, transfer, exchange, pledge,  
8 lease, rent, or otherwise deal in real and personal property  
9 of all kinds and nature; and to do any other and further  
10 act and thing or business under said corporate name which  
11 it may be authorized to do from time to time by special vote  
12 of the members or order and direction of the Board of Directors  
13 including the power to sue or be sued, complian and defend  
14 in its corporate name; it being the intent and purpose of  
15 this corporation not to limit the acts which may be done  
16 by this corporation under the laws of the State of Idaho.

17 SECTION TWO. Statutory Powers. Subject to any specific  
18 written limitations or restrictions imposed by law, or these  
19 Articles of Incorporation, and solely in furtherance of,  
20 but not in addition to, the limited purposes set forth in  
21 Section One of this Article, the corporation shall have and  
22 exercise all powers specified pursuant to Chapter 1, Title 30,  
23 Idaho Code and amendments thereto, except as these powers may  
24 be in conflict with Section 30-117A, Idaho Code, in which case  
25 the provisions of the latter control.

26 SECTION THREE. Limitations. The statement of purpose  
27 as set forth in Section One of this Article shall be construed  
28 as a statement of both purpose and power, and the purposes  
29 and powers stated shall be in no wise limited or restricted  
30 by reference to or inference from the terms or provisions  
31 of any other clause.

32 ARTICLES OF INCORPORATION-2.dh

1 ARTICLE IV

2 The corporation shall not engage in business with a view to  
3 making profits, directly or indirectly, and does not contemplate  
4 a distribution of gain, profits or dividends to the members.

5 ARTICLE V

6 The post office address and principal place of business of  
7 the corporation, subject to revision in the By-Laws, shall be  
8 Yellow Pine, Idaho.

9 ARTICLE VI

10 This corporation is a nonstock, nonprofit organization. All  
11 property of this corporation is irrevocably dedicated to the  
12 purposes set forth in these Articles and in the event of dissolution  
13 of this corporation, or in the event it should cease to carry out  
14 its purposes herein set forth, no member, director, officer or  
15 individual shall be entitled to the remaining assets, property or  
16 proceeds, and the balance of all property and assets of the  
17 corporation from any source, after payment of all debts and  
18 obligations of the corporation, shall be used or distributed to  
19 a charitable corporation or other non-profit organization as may  
20 be selected by the Board of Directors of this corporation,  
21 exclusively for purposes within the intent of Section 501 (c) of  
22 the Internal Revenue Code of 1954 as amended.

23 ARTICLE VII

24 The total authorized capital stock of the corporation shall  
25 be divided into 100 shares, all of which shall be common stock with  
26 a par value of \$250.00 per share, or a total authorized capital  
27 of \$25,000.00.

28 ARTICLE VIII.

29 Each owner of sub-divided lot(s) in or adjacent to the  
30 township of Yellow Pine, Valley County, State of Idaho, authorized  
31 by the Board of Directors to be served by the water system

32 ARTICLES OF INCORPORATION-3.dh

1 or systems of this corporation shall be eligible for membership  
2 in the corporation subject to the approval of the Board of  
3 Directors or other members of the corporation as provided by the  
4 By-Laws.

#### 5 ARTICLE IX

6 Membership and voting shares in this association shall  
7 be based on the number of lots owned by each member as shown  
8 on the plat of the general service area filed with these  
9 Articles, and no such membership shall be separated or severed  
10 from the land to which it is appurtenant or sold or transferred  
11 separate and apart from said land. The membership in this  
12 association shall be assessable to the members thereof, as  
13 may be provided in the By-Laws; and assessments and charges  
14 of the corporation shall be made as to each lot. Such members  
15 shall be personally liable for the assessment of the fees,  
16 as may be provided by the By-Laws of the corporation and  
17 in the event of the failure of a member to pay assessments  
18 or charges, the corporation may suspend water service to  
19 such property during the time any assessment or charge is  
20 unpaid following the due date thereof. Upon payment of any  
21 delinquent assessment or charge, together with a reasonable  
22 charge for terminating and restoring service, water service  
23 must be promptly restored. Unpaid assessments and charges  
24 also shall be deemed to be a lien against the individual  
25 lot or lots for which the assessment or charge has not been  
26 paid.

#### 27 ARTICLE X

28 Unpaid assessment or charges, including reasonable charges  
29 for terminating and restoring service if service has been  
30 terminated, must be paid by a transferee of a membership  
31 or a member acquiring another lot or lots and unless so paid,  
32 ARTICLES OF INCORPORATION-4.dh

1 service may be suspended or if suspended, such suspension shall  
2 continue as above provided.

3 ARTICLE XI

4 Voting rights and membership and continuation thereof  
5 shall be dependent upon the ownership of the lot(s) served  
6 by the water system or systems of the corporation and there  
7 can be no expulsion of a member or cancellation of voting  
8 rights of such a member so long as he remains a qualified member.

9 ARTICLE XII

10 Voting may be by proxy in writing, dated and signed  
11 by a member; provided, however, no such proxy shall be valid  
12 beyond eleven (11) months after its execution, nor binding  
13 upon a transferee of a lot or lots served by the system or  
14 systems from the person executing such proxy.

15 ARTICLE XIII

16 New members may be admitted and shall be entitled to  
17 vote and to share in the property of the association with  
18 the old members in accordance with the general rules of membership.

19 ARTICLE XIV

20 Nothing in these Articles shall be construed as restricting  
21 the ownership of the lot or lots and no provision shall be  
22 made in the By-Laws of the corporation which shall so restrict  
23 ownership.

24 ARTICLE XV

25 By-Laws not inconsistent with the Articles of Incorporation  
26 may be adopted, altered, amended or repealed at any regular  
27 meeting of the members or any special meeting of the members  
28 of the corporation called for that purpose, by the affirmative  
29 vote of two-thirds (2/3) of the members present at such meeting,  
30 provided, however, a quorum, which shall be as set forth in the  
31 By-Laws, shall be present through members and proxy.

32

1 ARTICLE XVI

2 The business of this association shall be managed by  
3 a Board of Directors of not less than three nor more than  
4 five directors, the number, qualification, terms of office,  
5 manner of election, powers and duties of such directors shall  
6 be such as may be prescribed by law, these articles and such  
7 by-laws as may from time to time be in force.

8 ARTICLE XVII

9 The names and post office address of the incorporators,  
10 who shall also serve as the Board of Directors until the  
11 selection of their successors are as follows:

12	<u>NAME</u>	<u>ADDRESS</u>
13	E. F. Kissinger	Route #1
14		Eagle, Idaho 83616
15	Iva Mae Kissinger	Route #1
		Eagle, Idaho 83616
16	Betty Lou Bonadiman	3680 West Ustick Road
17		Boise, Idaho 83704
18	Claudine Bartholomew	c/o Idaho City Stage
		Boise, Idaho 83701
19	R. E. Moore	Yellow Pine, Idaho 83677

20  
21 ARTICLE XVIII

22 The private property of the members of this corporation  
23 shall not be subject to payment of any of the debts or other  
24 obligations of this corporation.

25 ARTICLE XIX

26 The corporation reserves the right to amend, alter,  
27 change, or repeal any of the provisions of these Articles  
28 of Incorporation in such manner or form as may be now, or  
29 hereafter, prescribed by statute, and all rights conferred  
30 upon members are granted subject to this revision.

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32 ARTICLES OF INCORPORATION-6.dh

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DATED this 28th day of April, 1976.

E. F. Kissinger  
E. F. Kissinger

Iva Mae Kissinger  
Iva Mae Kissinger

Betty Lou Bonadiman  
Betty Lou Bonadiman

Claudine Bartholomew  
Claudine Bartholomew

R. E. Moore  
R. E. Moore



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STATE OF IDAHO )  
County of Ada ) ss.

On this 28th day of April, 1976, before me, the under-  
signed Notary Public in and for the State of Idaho, personally  
appeared E. F. KISSINGER, IVA MAE KISSINGER, BETTY LOU BONADIMAN,  
CLAUDINE BARTHOLOMEW and R. E. MOORE , known to me to be  
the persons whose names are subscribed to and who executed  
the foregoing Articles of Incorporation of YELLOWPINE WATER  
USERS ASSOCIATION, INC., and severally acknowledged to me  
that they signed, sealed and executed and delivered the said  
Articles of Incorporation, in triplicate, as their free and  
voluntary act for the uses and purposes therein set forth.

WITNESS my hand and the seal in triplicate at Boise,  
Ada County, State of Idaho, the day and year first above  
written in this certificate.

Patrick Rice  
Notary Public for Idaho  
Residing at Boise, Idaho.

## EXHIBIT "A"

Beginning at the Section corner common to Sections 20, 21, 28 and 29 T. 19 N., R. 8 E., B.M. in Valley County, Idaho, thence South along the section line common to Sections 28 and 29, a distance of 330 feet to a point, thence East parallel to the North section line of Section 28 a distance of 660 feet to a point; thence North parallel to the West section line of Section 28, a distance of 330 feet to a point on the section line common to sections 21 and 28; thence West along said section line a distance of 660 feet to the real point of beginning.

All of the SW 1/4 of the SW 1/4 of Section 21, T. 19 N., R. 8 E., B.M. in Valley County, Idaho, excepting therefrom an irregular tract beginning at the NE corner of the SW 1/4 of the SW 1/4 of said Section 21, thence South 300 feet to a point; thence West parallel to the South section line of Section 21 to the Yellow Pine-Stibnite Road; thence North along the East boundary line of the Yellow Pine-Stibnite Road to the North boundary of the SW 1/4 of the SW 1/4 of Section 21; thence East to the real point of beginning.

An Irregular parcel lying the the NW 1/4 of the SW 1/4 of Section 21, T. 19 N., R. 8 E., B.M.; Beginning at the SE corner of the NW 1/4 of the SW 1/4 of said Section 21; thence East parallel to the South Section line of said Section 21 to the Yellow Pine-Stibnite Road, thence North and Easterly along said Yellow Pine-Stibnite Road to the boundary line between the NW 1/4 of the SW 1/4 and the NE 1/4 of the SW 1/4 of said Section 21, thence South along said boundary line to the Real Point of Beginning.

All of the NE 1/4 of the SW 1/4 in Section 21, T. 19 N., R. 8 E., B.M., except for an irregular parcel beginning at a point 200 feet West of the boundary line between the NE 1/4 of the SW 1/4 and the NW 1/4 of the SE 1/4 of said Section 21, thence West to the SW corner of the NE 1/4 of the SW 1/4 of said Section 21, thence North along the boundary line between the NW 1/4 of the SW 1/4 and the NE 1/4 of the SW 1/4 of said Section to a point where said boundary line intersects the South boundary line of the Yellow Pine-Stibnite road thence East along the South boundary of the Yellow Pine-Stibnite Road to a point which is 200 feet West of the boundary line between the NW 1/4 of the SW 1/4 and the NE 1/4 of the SW 1/4 of said Section 21 thence South to the real point of beginning.

All of that portion of the NW 1/4 of the SE 1/4 of Section 21, T. 19 N., R. 8 E., B.M. in Valley County, Idaho, lying North of the Yellow Pine-Stibnite Road.

All of the NE 1/4 of the NW 1/4 and the SE 1/4 of the NW 1/4 of Section 21, T. 19 N., R. 8 E. B.M. in Valley County, Idaho.

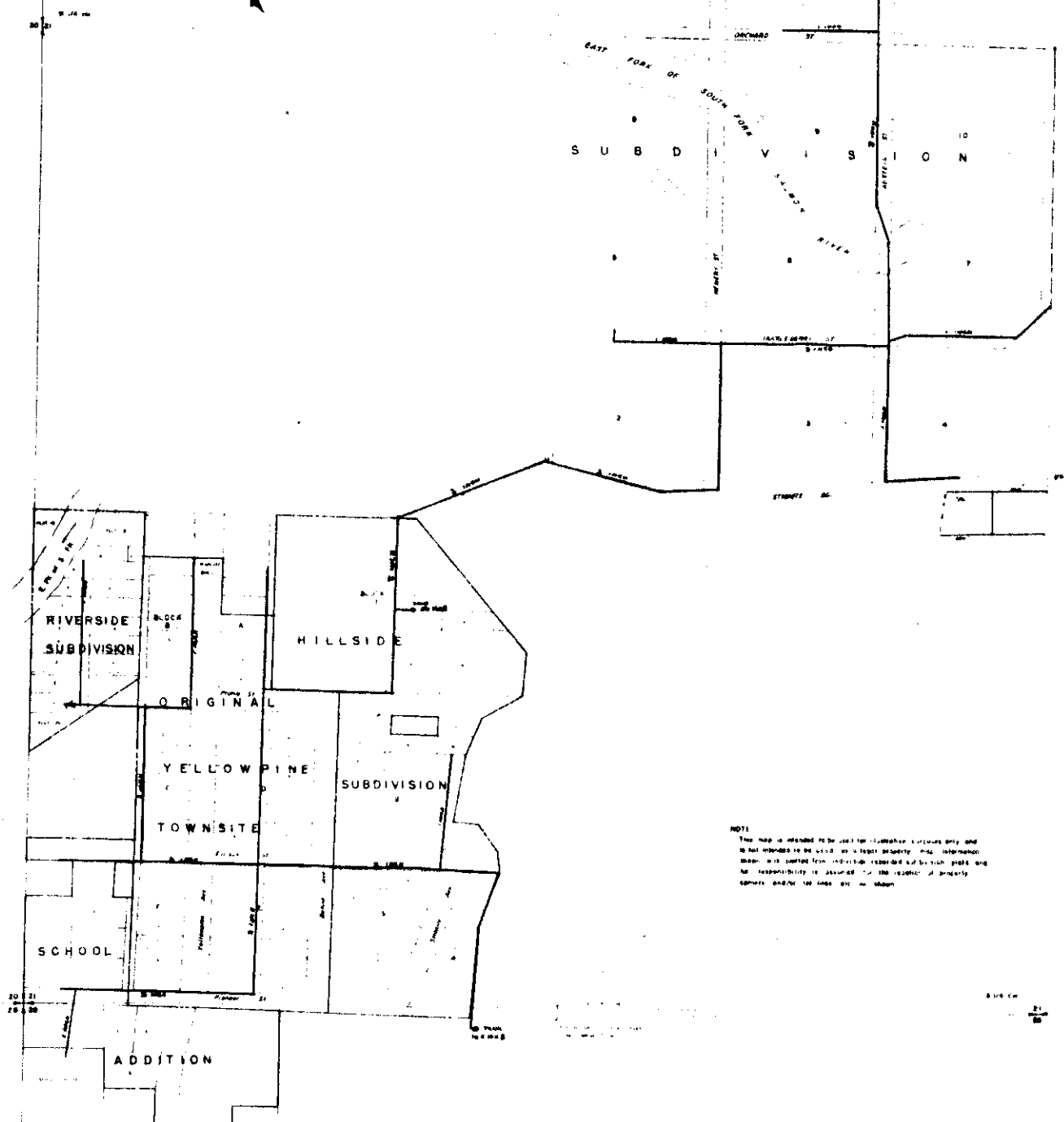
*Exhibit A*

# SUBDIVISIONS & TOWNSITE

## YELLOW PINE

SEC. 21-T. 19 N., R. 8 E., BM.  
VALLEY COUNTY, IDAHO

SCALE 1" = 100'



NOTE:  
This map is intended for use for reference purposes only and  
is not intended to be used as a legal property map. Information  
shown is based on records on file in the office of the County Clerk  
and the responsibility is assumed for the accuracy of the property  
records and/or the map and its map.

PREPARED FOR  
E. F. KISSINGER  
Yellow Pine, Idaho  
BY  
CHRONIC & ASSOCIATES  
Civil Engineers  
Boise, Idaho

April 29, 1976

Pete T. Cenarrusa  
Secretary of State  
Statehouse  
Boise, Idaho 83720

Sir:

Please find enclosed three copies of the Articles of Incorporation for Yellow Pine Water Users Association, Inc. along with our check # 13472 in the amount of \$19.00 to cover the statutory filing and recording fee.

A name check of your files will undoubtedly reveal the existence of a similarly-named corporation, Yellow Pine Water System, Inc. This latter corporation is the predecessor in interest to Yellow Pine Water Users Association, Inc., which was deeded<sup>ed</sup> all the corporate assets of Yellow Pine Water System, Inc. on April 29, 1976.

This new corporation was formed pursuant to Section 30-117A, Idaho Code. Any proof of the corporation's non-profit status that is required by law will be furnished to you upon our receipt of same from the Internal Revenue Service.

Thank you for your cooperation and assistance in this matter.

Very truly yours,  
DERR, DERR, WILLIAMSON & POOLE

*Patrick Riceci*  
Patrick Riceci