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CLERK OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
WHISPERING HEIGHTS WATER USERS ASSOCIATION, INC.**

In compliance with the requirements of Title 30, Chapter 3, of the Idaho Code, the undersigned, all of whom are interested in WHISPERING HEIGHTS WATER USERS ASSOCIATION, INC., located in a portion of Section 2, Township 2 North, Range 5 West, of the Boise Meridian, Owhyee County, 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 and do hereby certify:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is WHISPERING HEIGHTS WATER USERS ASSOCIATION, INC., hereafter called the "Corporation".

**ARTICLE II**

**REGISTERED OFFICE**

The registered office of the Corporation is located at S. Hogg Rd, Rt. 1 Box 222, Marsing, Idaho 83639.

IDAHO SECRETARY OF STATE  
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**ARTICLE III**  
**REGISTERED AGENT**

Marvin Wallin, whose address is S. Hogg Road, Route 1 Box 222, Marsing, Idaho 83639, is hereby appointed the initial registered agent of this Corporation.

**ARTICLE IV**  
**PURPOSE AND POWERS OF CORPORATION**

This corporation is a non-profit corporation and shall have no capital stock, and no dividends of pecuniary profits shall be declared to the members thereof. The objectives and purposes for which this Corporation is formed are as follows:

(1) To acquire and own real estate and personal property including water rights, water lines, mains, easements, pumps, pumping fixtures and equipment, water licenses and permits, franchises and any other property item or effect that may become instrumental for the purposes for which the corporation is organized as the same pertains to the community water system of WHISPERING HEIGHTS SUBDIVISION NOS. 1 and 2, Owyhee County, Idaho.

(2) To supervise, manage, distribute, control, and supply irrigation water to the members of the Corporation, and to acquire and maintain control, expend, improve, and repair water sources and systems and conduct all business necessary or instrumental to the same

(3) To make assessments and charges to members for water and water system equipment, furnished in connection therewith, in which assessments and charges shall be dispersed by the Corporation only in payment and for expenses of such water system and water system equipment.

(4) To perform any lawful act necessary to the acquisition, ownership, maintenance and expansion of a water system or water systems and the distribution of water and any other lawful act necessary or advisable in furtherance of the purposes of the Corporation.

## **ARTICLE V**

### **MEMBERSHIP**

Every person or entity who is a record owner of a fee interest in any lot in any residential subdivision which shall be served by the water system or systems of the Corporation shall be a member of the Corporation. Such membership shall be at all times be identified with owner of the lot and no membership shall be subject to or conditioned upon approval of the Board of Directors or other members.

## **ARTICLE VI**

### **VOTING RIGHTS**

The Corporation shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of W.H. Development, LLC, an Idaho entity (hereinafter referred to as Declarant), and/or its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development, and shall be entitled to one vote for each lot owned.

When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot. Fractional votes shall not be allowed. The vote applicable to any said lot being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise.

Class B. The Class B member(s) shall be the Declarant and/or any successor in interest thereof holding ownership in more than one lot for development purposes, and shall be entitled to three (3) votes for each lot owned.

## **ARTICLE VII**

### **ASSESSMENTS AND CHARGES**

Assessments and charges of the Corporation shall be made as to each lot owned by a member in an amount proportional to the water available and the costs related to providing the water. In the event of failure of a member to pay assessments and charges, the Corporation may suspend water service to such lot during any time any assessment or charge is unpaid following the due date thereof. Upon payment of any delinquent assessment or charge, together with a reasonable charge for terminating and restoring service, water must be promptly restored.

Unpaid assessments of charges, including reasonable charges for terminating and restoring service, if service has been terminated, must be paid by a transferee of membership or a member acquiring another lot and unless so paid, service may be suspended, or if suspended, such suspension shall continue as above provided.

## **ARTICLE VIII**

### **RESTRICTION**

Nothing in these Articles shall be construed as restricting the ownership of lots and no provision shall be made in the Bylaws of the Corporation that shall so restrict ownership.

## **ARTICLE IX**

### **BOARD OF DIRECTORS**

The business of this Association shall be managed by a Board of Directors. The number of qualification, terms of office, powers and deeds of such directors shall be prescribed by these Articles and by such Bylaws as may from time to time be enforced. The following named persons shall serve as the Board of Directors until their successors are duly elected and qualified:

<u>Name</u>	<u>Address</u>
Lee Bridges	Rt 1 Box 315 Pershall Rd. Marsing, Idaho 83639
Marvin Wallin	S. Hogg Rd. Rt 1 Box 222
Paulette Wallin	Marsing, Idaho 83639

## **ARTICLE X**

### **DISSOLUTION**

The Corporation may be dissolved by unanimous written consent or corporate resolution approved by the record owners of not less than two-thirds (2/3) of the lots. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for

which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, trust or other organization to be devoted to such similar purposes.

#### ARTICLE XI

##### DURATION

The corporation shall exist from the date of issuance of a Certificate of Incorporation by the Secretary of State of Idaho, and shall exist in perpetuity thereafter.

#### ARTICLE XII

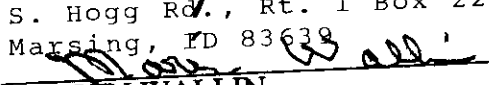
##### AMENDMENTS

These Articles may be changed only by affirmative vote of two-thirds (2/3) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 30<sup>th</sup> day of May, 2001.

  
DAVE HOLTON

S. Hogg Rd., Rt. 1 Box 222  
Marsing, ID 83639

  
MARVIN WALLIN

S. Hogg Rd., Rt. 1 Box 222  
Marsing, ID 83639

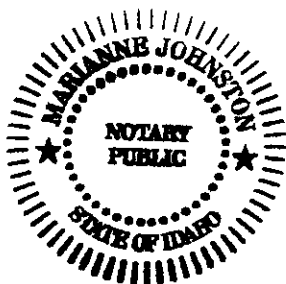
STATE OF IDAHO )

) ss.

County of Canyon )

On this 30<sup>th</sup> day of May, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared DAVE HOLTON, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

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



\*SEAL

Marianne Johnston  
NOTARY PUBLIC FOR IDAHO  
Residence: Nampa  
My Commission Expires: 07/13/2006

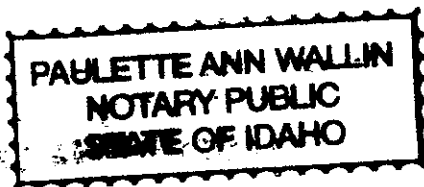
STATE OF IDAHO )

) ss.

County of Canyon )

On this 30<sup>th</sup> day of May, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared MARVIN WALLIN, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

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



\*SEAL

Paulette Ann Wallin  
NOTARY PUBLIC FOR IDAHO  
Residence:  
My Commission Expires: 12.7.06