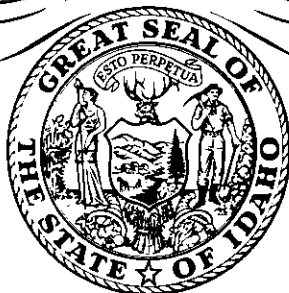


State of Idaho



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

YELLOW PINE WATER SYSTEM, INC.

was filed in the office of the Secretary of State on the **Twenty-third** day of **April**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **119** 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 **23rd** day of **April**, A.D., 1962 .

Secretary of State.

ARTICLES OF INCORPORATION
of
YELLOW PINE WATER SYSTEM, INC.

We, the undersigned, natural persons, all of whom are citizens of the United States and of the State of Idaho, and of the age of twenty-one years or more, acting as incorporators of the Corporation herein, under the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Yellow Pine Water System, Inc.

ARTICLE II

Period of Duration

The period of duration of said Corporation is perpetual.

ARTICLE III

Purposes and Powers

Section 1. In general the purposes for which the Corporation is organized are as follows:

(a) General Purpose. To engage in and to conduct a general culinary and domestic water supply system in the area of Yellow Pine, Valley County, Idaho; and in such other places and areas as the directors and stockholders may provide, and to use all types of material necessary for such purposes, all without limitation as to kind or nature, including new sites for sources of water; all types and kinds of storage tanks, piping, water lines, franchises for the same, and all matters incidental thereto.

(b) Ancillary Purposes. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth and incidental thereto or connected thereto which are not forbidden by law; to buy, sell, mortgage, apothecate, transfer, exchange, pledge, lease, rent, or otherwise deal in real and personal property of all kinds and nature; and to do any other and further act and thing or business under said corporate name which it may be authorized to do from time to time by special vote of the stockholders, or by order and direction of the Board of Directors; it being the intent and purpose of this Corporation not to limit the acts which may be done by this Corporation under the law of the forum where it is organized.

Section 2. Statutory Powers. Subject to any specific written limitations or restrictions imposed by law, or these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all powers specified pursuant to Section 30-114 Idaho Code, and amendments thereto.

Section 3. Special Powers. The Corporation shall have the power to use its surplus earnings or accumulated profits from time to time in the purchase or acquisition of its own capital stock as its Board of Directors may determine, which capital stock may be held as its treasury stock to be disposed of thereafter as the Board of Directors may deem proper.

ARTICLE IV

Registered Office

The registered office of the corporation shall be in Yellow Pine, Valley County, Idaho, or at such other place as may be determined from time to time by the Board of Directors.

ARTICLE V

Authorized Stock

Section 1. Authorized Shares. The total authorized capital stock of the corporation shall be divided into 250 shares, all of which shall be common stock with a par value of \$100.00 per share, or a total authorized capital of \$25,000.00.

Section 2. Stock Non-Assessable. The private property of the owners of stock of this corporation shall not be subject to the payment of corporate debts and shall not be subject to assignment for the purpose of paying expenses or paying debts of the corporation.

Section 3. Voting Power. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of common stock, who shall be entitled to one vote for each share of common stock held by them of record.

Section 4. Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the corporation, as permitted by law, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VI

Board of Directors and Meetings of Shareholders

Section 1. Meetings of Shareholders. Meetings of the shareholders of the corporation may be held at such place, either within or without the State of Idaho as may be provided in the By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the corporation, regular or special may be held either within or without the State of Idaho.

Section 3. By-Laws. The initial By-Laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the said By-Laws or adopt new By-Laws shall be reserved to the stockholders, the affirmative vote of not less than the holders of two thirds in number of the total number of shares issued and outstanding being necessary to exercise such reserved power. The By-Laws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the Business Act, or these Articles of Incorporation.

ARTICLE VII

Directors

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of four members.

Section 2. Increase of Directors. The number of directors is to be not less than three nor more than five which number may be increased or decreased from time to time by amendment of the By-Laws; but no decrease shall have the effect of shortening the term of any incumbent director.

ARTICLE VIII

Incorporators

The names and post office addresses of the incorporators and the number of shares of common stock subscribed for by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Subscription</u>
E. F. Kissinger	Route #1 Eagle, Idaho	100
Iva Mae Kissinger	Route #1 Eagle, Idaho	100
Betty Lou Bonadiman	Meridian, Idaho	25
Claudine Bartholomew	Emmett, Idaho	25

ARTICLE IX

These Articles may be amended by any special or general meeting of the stockholders, or may be amended without such meeting when accented thereto by more than three fourths of the stockholders.

IN WITNESS WHEREOF, We have hereunto set our hands this


28 day of April, 1962.

E. F. Kissinger
Iva Mae Kissinger
Betty Lou Bonadiman
Claudine Bartholomew

STATE OF IDAHO)
 (ss.
County of Ada)

On this 23 day of April, 1962, before me, the undersigned, a Notary Public in and for said state, personally appeared E. F. KISSINGER, IVA MAE KISSINGER, BETTY LOU BONYADIMAN and CLAUDINE BARTHOLOMEW, 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 first above written.



Notary Public for Idaho
Residence: Boise, Idaho