

State of Idaho

Department of State

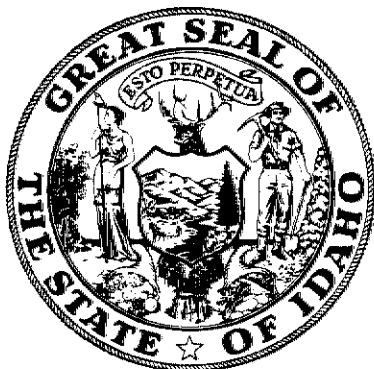
CERTIFICATE OF INCORPORATION OF

NEBEL'S ADDITION TO CONKLING PARK WATER AND SEWER 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 NEBEL'S ADDITION TO CONKLING PARK WATER AND SEWER 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 November 19, 1986.



Pete T. Cenarrusa
SECRETARY OF STATE

J. E. H. Johnson
Corporation Clerk

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ARTICLES OF INCORPORATION OF
NEBEL'S ADDITION TO CONKLING
PARK WATER AND SEWER ASSOCIATION,
INC., a Non-profit Corporation

The undersigned, acting as incorporators of a corporation under the "Idaho Non-Profit Corporation Act", Title 30, Chapter 3, of the Idaho Code, adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is NEBEL'S ADDITION TO CONKLING PARK WATER AND SEWER ASSOCIATION, INC.

ARTICLE II.

Said corporation is a private, non-profit corporation under and pursuant to the provision of Title 30, Chapter 3, of the Idaho Code, as the same may be from time to time amended.

ARTICLE III.

The period of duration of the corporation shall be perpetual.

ARTICLE IV.

The purposes for which this corporation is organized are as follows:

- 1) To provide a water supply, a sewage collection system, a common sewage disposal system, and to provide for the maintenance, repair and improvement (including but not limited to snow removal) of the private roads serving property owners within blocks 1, 2, 3, and 4, Nebel's Addition to Conkling Park, according to the recorded plat, Kootenai County, State of Idaho.
- 2) Collect funds from members of the Association solely for the purposes of meeting costs and expenses incurred by the corporation in the providing of the services, and performing the functions required of it.
- 3) To provide for the compliance and enforcement of the "Declaration of Covenants, Conditions and Restrictions" as declared by the declarants, Jerry L. and W. Hazel

Nebel and Bruce P. and Eleanor R. Budge, and recorded in Book 101, page 110, records of Kootenai County, State of Idaho.

- 4) To provide all reasonable and necessary facilities and equipment in furtherance of these said purposes.

ARTICLE V.

The corporation shall have such powers as are lawful and permitted for such non-profit corporations under and pursuant to the laws of the State of Idaho.

ARTICLE VI.

The number of the Board of Directors of the corporation shall not be less than three (3), nor more than nine (9) as shall be determined from time to time by the Board of Directors.

ARTICLE VII.

The management of the corporation will be vested in a Board of Directors. The number of Directors, their qualifications, term of office, manner of election, time and place of meeting, powers and duties, shall be as are prescribed by the By-Laws of the Corporation.

ARTICLE VIII.

The initial registered office of the corporation and its initial registered agent within the State of Idaho is:

JERRY L. NEBEL
Rt. 1-N. Drive
Worley, Idaho 83876

ARTICLE IX.

The names and addresses of the initial incorporators of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Jerry L. Nebel W. Hazel Nebel	Rt. 1-N. Drive Worley, Idaho 83876
Bruce P. Budge	2817 Queen Missoula, Montana 59801

ARTICLE X.

The number of Directors constituting the initial Board shall be three(3), and the named and addresses of the persons who are to serve as directors until their successors are elected

and qualified are as follows:

Jerry L. Nebel	Rt. 1-N. Drive Worley, Idaho 83876
Bruce P. Budge	2817 Queen Missoula, Montana 59801
W. Hazel Nebel	Rt. 1-N. Drive Worley, Idaho 83876

ARTICLE XI.

There shall be issued a membership certificate for each improved tract located within the site development served by the corporation and each membership certificate shall be entitled to one(1) vote in matters involving the business of the corporation. Membership in the corporation and voting rights and corporate powers are subject to the following:

- 1) All funds collected by the corporation shall be disbursed only in payment for the expenses of the corporation.
- 2) Each membership certificate shall be identified with and transferred with the ownership of a specific improved tract of property, and voting rights may not be cancelled nor the member owning the same expelled from the corporation during such property ownership.
- 3) Proxies shall not be valid for a period of in excess of eleven (11) months, nor shall any proxy be binding upon a purchaser of property from the Grantor or the proxy. Any proxy must also be a member of the corporation.
- 4) The corporation shall be the owner of the water supply system, sewage collection system, and sewage disposal system together with all distribution lines and reservoirs and all easements incident thereto.
- 5) The corporation, through its Board of Directors, may from time to time, fix the amount and method of collection of assessments and make them payable at such times or intervals and upon such notice, and by such methods

as the directors may prescribe.

6) The corporation shall be entitled to suspend services provided by, or use of facilities of, the corporation for any period of time monies due the corporation are not paid and may provide for liens on membership properties for the non-payment of any assessments. Assessments may be enforced by action of foreclosure of the lien, or by action against the individual member or members, upon notice given in writing twenty (20) days before the commencement of any such action. In the event of the suspension of services, restoration thereof or use of facilities will be restored promptly upon payment of any assessment due.

ARTICLE XII.

The By-Laws of this corporation may be altered, amended or new By-Laws adopted at any regular meeting or any special meeting of the members called for that purpose, by the affirmative vote of two-thirds(2/3) of the members present at such meeting, providing a quorum be present, a quorum being a majority of the voting members of the corporation.

ARTICLE XIII.

No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE IV.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal

Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE XV.

That upon the voluntary or involuntary dissolution of the corporation and upon the payment or discharge of all debts incurred by the corporation during its existence, the Board of Directors shall dispose of all of the assets of the corporation exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of, shall be disposed of by the District Court of County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto set out hands this

17 day of Nov., 1986.



JERRY L. NEBEL



W. HAZEL NEBEL



BRUCE P. BUDGE

STATE OF IDAHO)
County of Kootenai) ss.

On this 17th day of November, 1986, before me, a Notary Public in and for said State, personally appeared JERRY L. NEBEL, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledged to me that he executed the same.

WITNESS my hand and official seal.

Catherine B. Morrison
Notary Public for Idaho
Residing at: 4047 d'Alene
My Comm. Expires: 2/8/87

STATE OF IDAHO)
) ss.
 County of Kootenai)

On this 14 day of November, 1986, before me, a Notary Public in and for said State, personally appeared W. HAZEL NEBEL, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and she acknowledged to me that she executed the same.

WITNESS my hand and official seal.

Cabell B. Memmert
Notary Public for Idaho
Residing at: Coeur d'Alene
My Comm. Expires: 2/8/07

STATE OF MONTANA)
County of MISSOULA) ss.
)

On this 7th day of OCTOBER, 1986, before me, a Notary Public in and for said State, personally appeared BRUCE P. BUDGE, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledged to me that he executed the same.

WITNESS my hand and official seal.

Marie W. Keash
Notary Public for Montana
Residing at: Missoula, Montana
My Comm. Expires: 10-5-84