



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

*ELM-CREST SUBDIVISION WATER USER'S
ASS'N., INC.*

was filed in the office of the Secretary of State on the *sixth* day
of *November* A.D., One Thousand Nine Hundred *seventy-five* and
~~will be~~ ~~Recorded on Film-Not-microfilm~~ 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
Caldwell, Idaho in the County of *Canyon*

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 *6th* day of *November*,
A.D., 19 *75*.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

11/6/75 5 2356

ARTICLES OF INCORPORATION
OF

ELM-CREST SUBDIVISION WATER USER'S ASS'N., INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to Chapter 1 , Title 30 of the Idaho Code Annotated, do hereby certify as follows:

ARTICLE I.

NAME

The name of this nonprofit, non-stock corporation shall be the ELM-CREST SUBDIVISION WATER USER'S ASS'N., INC.

ARTICLE II.

PURPOSES

1. To provide a community water system for domestic uses and such other and additional uses as shall from time to time be necessary, provided that water supplied from the community water system to be operated shall not be used outside Lots 1 through 10, Block 1 and all of Block 2, Elm-Crest Subdivision.

2. To provide and maintain a pumping plant or facilities, pipe lines, and any other necessary equipment or facilities to permit the utilization of domestic water and water for other uses to the residents of a portion of Elm-Crest Subdivision as may be permitted by the By-Laws of the corporation, which portion is described as Lots 1 thru 9, Block 2; and Lots 1 thru 10, Block 1 of Elm-Crest Subdivision, according to the official Plat thereof on file and of record in Plat Book No. 13 at page 18 in the office of the County Recorder, Canyon County, Idaho.

3. To do all lawful things necessary to the continued main-

tenance and operation of the water system, including the power to borrow money, issue bonds, mortgages, or other commitments as security for money loaned or borrowed.

4. 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.

5. To do all things permitted to be done by a nonprofit organization under the laws of the State of Idaho so long as the purpose is to carry out the necessary functions of the corporation.

ARTICLE III.

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

ARTICLE IV.

LOCATION

The location of said corporation shall be 1907 Alder Street, c/o Mr. and Mrs. Tom J. Tinnin, Caldwell, Idaho 83605.

ARTICLE V.

NON-STOCK CORPORATION

The corporation shall be non-stock and no dividends or pecuniary profits shall be declared to the members thereof. Members shall be issued certificates of membership.

ARTICLE VI.

OFFICERS

The general officers of the corporation shall be the President, Vice-President, Secretary, and Treasurer; and the Board of Directors shall consist of five (5) members, who shall elect said officers, except that the initial Board of Directors may be less than five in number but not less than the number of actual members.

ARTICLE VII.

DUTIES

The principal duties of the President shall be to preside at

all meetings, direct and supervise the affairs of the organization, make such appointments as may be required, subject to the approval of the Board of Directors, and to make annual report of the activities of the corporation to the members thereof. He shall be required to perform such other and additional duties as may be referred to him by the Board of Directors or be deemed proper in the management of his office.

The Vice-President shall be charged with the duty of acting in the absence of the President, as the President Pro Tem of the organization.

The Secretary shall be charged with the keeping of such records as may be required in the normal course of business of said corporation and such further and additional duties as may be required by law or by the Directors and shall give notice of all meetings and keep minutes of all meetings of either the Board of Directors or of the entire membership and shall be the custodian of all official records of the organization.

The Treasurer shall report in detail on the last Monday in January of each year hereafter and at its annual meeting to the organization all sums received and expended, all outstanding obligations, and such other matters as may be deemed proper. The Treasurer together with the President of the organization shall countersign all checks drawn against the account of the corporation, unless other arrangements are provided in the By-Laws.

The said officers shall perform such additional or different duties as may from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the By-Laws.

ARTICLE VIII.

MEETING

Said corporation shall hold its annual meeting for the election

of officers the second Monday of April, each year at Elm-Crest Subdivision, Caldwell, Canyon County, Idaho, commencing April, 1976.

ARTICLE IX.
MEMBERSHIP

There shall be no capital stock in this corporation, either with or without value. Any person, corporation, or co-partnership who shall own improved real property within the said described portion of Elm-Crest Subdivision shall be a member of this association and shall have a voting share of interest in said association. There shall be one such membership and voting share in this association for each improved lot within said described portion of Elm-Crest Subdivision, and should any one person, corporation, or co-partnership own more than one such lot, such owner shall be entitled to one vote for each such interest represented by his ownership of land in said Subdivision. For the purpose of this corporation a purchaser under a valid and existing Contract of Sale shall be considered an owner of such property as he may be purchasing. Membership and voting shares in this association shall be appurtenant to each lot included, and no such membership or share shall be separated or severed from the land to which it is appurtenant or sold or transferred separate and apart from said land, and the ownership of land within the said Subdivision shall be determinative of the right to exercise the powers of membership in this association, and such membership and voting rights shall pass and enure to the benefit of any person who shall become the owner of any lot located in said Subdivision. The membership in this association shall be assessable to the members thereof, as may be provided in the By-Laws; and such members shall be personally liable for the assessment of the monthly fee, as may be provided by the By-Laws of the corporate association. New members may be admitted and shall be entitled to vote and to share in the property of the association with the old members in accordance with the general rules of membership. Unpaid fees shall be deemed to be a lien against the individual lot or lots for which the assessment has not been paid.

ARTICLE X.

AMENDMENTS

These Articles may be amended by a two-thirds vote of the members present at any regular or special meeting, providing written notice of the proposed amendment or amendments has been mailed to each member at his last known address at least ten (10) days in advance of the meeting.

ARTICLE XI.

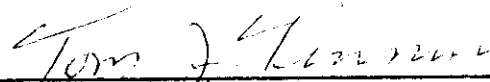
The name and post office address of each of the incorporators is as follows:

Tom J. Tinnin 1907 Alder St., Caldwell, ID 83605


Wanda G. Tinnin 1907 Alder St., Caldwell, ID 83605

Jim R. Doolittle P. O. Box 130, Caldwell, ID 83605

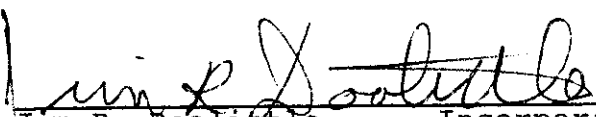
IN WITNESS WHEREOF, the undersigned have set their hands and seals at Caldwell, Canyon County, Idaho, this 5 day of November, 1975.



Tom J. Tinnin



Wanda G. Tinnin




Jim R. Doolittle Incorporators

STATE OF IDAHO)
 ss.
County of Canyon)

On this 5th day of November, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared Tom J. Tinnin, Wanda G. Tinnin and Jim R. Doolittle, known to me to be the persons whose names are subscribed to the above 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 in this certificate first above written.



Iris I. Mennenga
Notary Public for Idaho
Residing at Caldwell, Idaho