



**CERTIFICATE OF INCORPORATION
OF**

L.P.S., INCORPORATED

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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: July 02, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth Zabala*

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ARTICLES OF INCORPORATION

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OF

L.P.S., INCORPORATED

The undersigned, acting as incorporator of a nonprofit Corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is L.P.S.,
INCORPORATED.

ARTICLE II

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Idaho. The Corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV

PURPOSE

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To acquire, own, operate, manage, control and hold a community sewage collection and disposal system, for the benefit of the Corporation's Members.

B. To exercise all rights and powers conferred by the laws of the State of Idaho upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any real or personal property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V

LIMITATION

No part of the net earnings of the Corporation

shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VI

MEMBERS

Membership in the Corporation shall consist of the owners of each of the fourteen lots directly to the north of Half Round Bay, commonly known as Leaning Pine Point, Lake Coeur d'Alene, Idaho, encompassed within the following described real property:

All that portion of the South 728 feet of Lot 1, and all that portion of the North 1,048 feet of Lot 2, Section 11, Township 48 North, Range 4 West, Boise Meridian, lying west of the State Highway Number 95 - E (now called State Highway 97) being situated in the County of Kootenai, State of Idaho.

Each Member shall have one vote per lot in all proceedings of the Corporation.

ARTICLE VII

REGISTERED OFFICE

The address of the initial registered office is 111 South First, Coeur d'Alene, Idaho 83814. The initial registered agent at that address is John R. Barlow.

ARTICLE VIII

DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial board of directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Members shall elect the Directors at the annual meeting of Members. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
John R. Barlow	3007 Fernan Road Coeur d'Alene, Idaho 83814
Ethelyn Smith	P.O. Box 58 Kellogg, Idaho 83837
Roberto Affaunt	P.O. Box 288 Spokane, Washington 99210

ARTICLE IX

OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other officers and assistant officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed in the

Bylaws. Any two or more offices may be held by the same person, except the offices of President and Secretary.

ARTICLE X

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors, subject to approval of the Members. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the Members, shall be vested in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the

full extent permitted by the Idaho Business Corporation Act and the Idaho Nonprofit Corporation Act.

ARTICLE XIII

INCORPORATORS

The names and business addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
John R. Barlow	3007 Fernan Road Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, the undersigned incorporator of the above-named Corporation, has hereunto signed these Articles of Incorporation on this 29th day of June, 1990.



John R. Barlow, Incorporator

STATE OF IDAHO)
 : ss.
County of Kootenai)

On this 29th day of June, 1990, before me Janet D. Robnett the undersigned Notary Public, personally appeared John R. Barlow, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.



Notary Public for Idaho
Residing at Coeur d'Alene
Commission Expires: 4-26-91

(SEAL)