



# RESTATED ARTICLES OF INCORPORATION

## (Non-profit)

To the Secretary of State of the State of Idaho

Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned non-profit corporation amends its articles of incorporation as follows:

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SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the corporation is: Southeast Idaho Environmental  
Treatment Services, Inc.

2. The text of each amendment is as follows:

See Attached

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SECRETARY OF STATE  
STATE OF IDAHO

FILED/EFFECTIVE

3. The date of adoption of the amendment(s) was: 27 Jan 2001

4. Manner of adoption (check one):

☒ Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)

- a. The number of directors entitled to vote was: 3  
b. The number of directors that voted for each amendment was: 3  
c. The number of directors that voted against each amendment was: 0

☐ The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was, therefore adopted by the members. (Please fill spaces below)

a. The number of members entitled to vote was: \_\_\_\_\_

b. The number of members that voted for each amendment was: \_\_\_\_\_

c. The number of members that voted against each amendment was: \_\_\_\_\_

Dated: 2/5/2001

Signed by: Ralph Robison

Its PRESIDENT Ralph Robison

(Capacity of signer)

Customer Acct #:

(If using pre-paid account)

SECRETARY OF STATE

Secretary of State use only

02/08/2001 09:00

CK: 1000 CI: 138169 BH: 377797

1 @ 30.00 = 30.00 NON PROF A # 2

1 @ 20.00 = 20.00 NON EXPIDI # 3

C 156254

RESTATED ARTICLES OF INCORPORATION  
OF

SOUTHEAST IDAHO ENVIRONMENTAL TREATMENT SERVICES, INC.

ARTICLE I

The name of the corporation is Southeast Idaho Environmental Treatment Services Inc.

ARTICLE II

The corporation is a nonprofit corporation.

ARTICLE III

The duration of the corporation is perpetual.

ARTICLE IV

The Corporation is organized only for the following purposes, and no others:

- A. To inspect maintain, monitor and sample, wastewater from treatment systems of Consolidated Treatment Systems, Inc. brand name Nayadic & Multi-Flo and installed in Southeastern Idaho and owned by Members of the Corporation.
- B. To do all lawful things necessary for the continued inspection and maintenance of the treatment system including annual sampling of effluent. Sample is to be analyzed by a certified laboratory. Also, periodic sampling of the settled solids in the aeration chamber of wastewater treatment systems manufactured by Consolidated Treatment Systems and installed in the Southeast Idaho and owned by Members of the Corporation.
- C. To do all things necessary 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 which include the ability to enter into contracts and agreements for the inspection and annual monitoring and sampling of the effluent along with maintenance of the treatment systems, to bring and defend actions, to collect funds for the continued maintenance and operation of the Corporation and each individual wastewater treatment system manufactured by Consolidated Treatment Systems. Also, the funds collected will be used for continued maintenance, monitoring and sampling of the effluent. Funds collected from each member will be separately maintained and used specifically for that member's maintenance, monitoring, and sampling of their individual system.
- D. The Corporation will provide each new member with a copy of the Articles of Incorporation, By-Laws, Covenants and Contracts.
- E. Nayadic & Mult-flo Waste Treatment Service contract will be in effect for a period of two years, Until such time The Corporation is self-sustaining and the Maintenance Agreement becomes effective.
- F. Additional service will be provided to members who's systems fail to achieve the standard set forth in the Technical Guidance Manuel under Extended Treatment Package Systems.

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SECRETARY OF STATE  
STATE OF IDAHO

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SECRETARY OF STATE  
STATE OF IDAHO

## ARTICLE V

The Corporation shall have Members. There shall be no stock issued and no dividends or pecuniary profits or income shall be declared or distributed to the Members. Each Member shall be issued Certificates of Membership in the form of a Member Agreement that is required to be signed by each Member.

Membership shall be restricted to and must be granted to only those individuals, sole proprietorships, corporations, general or limited partnerships, limited liability companies, or other entities or associations which:

A. own improved real estate in Southeast Idaho on which exists an operational wastewater treatment system manufactured by Consolidated Treatment Systems. And

B. Who signs and records a Member Agreement substantially in the form as set out on Exhibit A which is attached hereto.

Each Member shall have one vote and be entitled to only one membership and only one Certificated of Membership in the Corporation for each wastewater treatment system the Member owns, that was Manufactured by Consolidated Treatment Systems Inc., notwithstanding that one or more individuals or entities may comprise the ownership of the property on which the treatment systems is installed. The phrase "treatment system" when used throughout these Articles of Incorporation, Bylaws and Agreements shall mean only those wastewater treatment systems manufactured by Consolidated Treatment Systems Inc. and which are installed in the State of Idaho and owned by Members of the Corporation. A treatment system will be considered to be one singular treatment system for each permit that is required for the particular location in which it is installed notwithstanding the number for modules the system. The Corporation shall have the power to assess a management, service and maintenance fee (hereinafter collectively referred to as "assessment") and the payment of all current and past due assessment shall be a prerequisite to voting at any meetings of the Members. No expulsion of Members or cancellation of voting rights is permitted, except in the event the treatment system is disconnected or is removed from the Member's property. Membership and voting rights in the Corporation shall be appurtenant to the property described in each Member Agreement, and no membership or Certificates of Membership 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 shall be determinative of the right to exercise the powers of membership in this Corporation, and such membership and voting rights shall pass inure to the benefit of any person who shall become the owner of any property, and system described in the Member Agreement. Members shall notify the corporation of the name of any new owner upon the transfer of the members property. Membership in this association shall be assessable to the Members thereof, as maybe provided in the Bylaws, and such Members shall be personally liable for the assessments of fees, as may be provided by the Bylaws of the Corporation. New Members shall be admitted and shall be entitled to vote and share in the property of the association with the old Members in accordance with the general rules of membership. Unpaid fees shall be deemed and to be a lien against the individual or property for which assessment have not been paid.

## **ARTICLE VI**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for all of the liabilities of the corporation, dispose of all the assets of the corporation by transferring the same to such organization or organizations organized and operated as nonprofit organizations for purposes similar to the purpose of Southeast Idaho Environmental Treatment Services Inc. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization of organization, as said court shall determine, which are organized and operated exclusively for such purposes. Dissolution shall be limited to connection to a municipal waste water treatment facility or merger with another approved, non-profit corporation having management capability.

Members shall not be authorized to vote the corporation out of existence without the approval of the Idaho Department of Environmental Quality.

## **ARTICLE V11**

The name and address of its initial registered office in the State of Idaho is c/o Ralph Robison , 1920 North 3000 West, Rexburg, Idaho 83440

## **ARTICLE V111**

Each Member of the corporation shall also be a Director. The number of Directors constituting the initial Board of Directors is three and the name and address of the initial Board of Directors is as follows:

1. Ralph Robison  
1920 N 3000 W  
Rexburg, Idaho 83440
2. Gary Kauer  
2440 W 2600 S  
Rexburg, Idaho 83440
3. Klint Robison  
4301 N 5000 W  
Rexburg, Idaho 83440

The Bylaws and Articles of Incorporation may be altered, amended, restated or repealed and new Bylaws or Articles may be adopted at any Annual Meeting of the Board of Directors or Members or at any Special Meeting of the Board of Directors or Members called for that purposed, provided, however, that any material changes that effect any of the twenty-five requirements set forth in the Technical Guidance Manual of the Idaho Department of Environmental Quality, in order to ensure that the proposed changes are not contradictory to the overall goal of providing perpetual operation and maintenance for the treatment systems owned by the Members of the Corporation.

The Corporation will indemnify any director, officer, employee or agent of the Corporation in accordance with Idaho Stature 30-3-88, as currently enacted.

#### ARTICLE 1X

The name and street address of the incorporator is Ralph Robison 1920 N 3000 W Rexburg, Idaho 83440

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this day  
1 Day of Nov 2001.

  
Ralph Robison