



CERTIFICATE OF INCORPORATION

ARNOLD WILLIAMS,

~~XXXXXXXXXXXX~~

I, JAS H. YOUNG, 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

FALLS WATER CO., INC.

was filed in the office of the Secretary of State on the **seventh** day
of **January** A.D. One Thousand Nine Hundred **Fifty-Nine** and
duly recorded on Film No. **103** 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
Idaho Falls, in the County of **Bonneville.**

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 **seventh** day of **January**,
A.D., 19 **59**.

Secretary of State.

ARTICLES OF INCORPORATION

OF
FALLS WATER CO. INC.

KNOW ALL MEN BY THESE PRESENTS: THAT WE, THE UNDERSIGNED,
ALL OF LEGAL AGE AND CITIZENS OF THE UNITED STATES AND OF THE
STATE OF IDAHO, HAVE THIS DAY VOLUNTARILY ASSOCIATED OURSELVES
TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION UNDER AND
PURSUANT TO THE LAWS OF THE STATE OF IDAHO, AND WE DO HEREBY
CERTIFY:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE "FALLS WATER Co., Inc."

ARTICLE II

THAT THE PURPOSES FOR WHICH SAID CORPORATION IS FORMED ARE:

A. TO SUPPLY CERTAIN DESIGNATED CONTIGUOUS AREAS SITUATED IN
BONNEVILLE COUNTY, STATE OF IDAHO, WITH WATER TO BE USED BY THE
RESIDENTS OF SUCH AREAS FOR DOMESTIC AND IRRIGATION PURPOSES, AND
TO CARRY ON THE BUSINESS OF WATERWORKS COMPANY IN ALL OF ITS BRANCHES;
TO SINK WELLS AND SHAFTS, TO MAKE, BUILD AND CONSTRUCT, LAY DOWN
AND MAINTAIN RESERVOIRS, CISTERNS, CULVERTS, FILTER BEDS, WATER
MAINS AND OTHER PEIPES AND APPLIANCES, TO ESTABLISH RATES FOR THE
SALE AND DISTRIBUTION OF SAID WATER; TO PROVIDE METERS FOR THE
MEASUREMENT OF THE USE OF SAID WATER AND TO DO ALL OTHER WORKS
AND THINGS NECESSARY OR CONVENIENT FOR OBTAINING, STORING, SELLING,
DELIVERING, MEASURING AND DISTRIBUTING WATER, OR OTHERWISE, FOR
THE GENERAL PURPOSES OF THE COMPANY.

B. TO ACQUIRE, BY APPROPRIATION, PURCHASE, CONDEMNATION, OR
OTHERWISE, THE OWNERSHIP OF WATER, WATER RIGHTS, AND WATER PRIVILEGES
AND TO HOLD, USE, SELL OR LEASE THE SAME, OR ANY PART THEREOF,
FOR DOMESTIC, IRRIGATING, MANUFACTURING AND OTHER BENEFICIAL USES;
ALSO, TO ACQUIRE, BY PURCHASE, CONDEMNATION, OR OTHERWISE, THE
OWNERSHIP OF RIGHTS OF WAY OVER LAND IN SAID COUNTY, SO FAR AS THE
SAME MAY BE NECESSARY, FOR THE CONSTRUCTION, MAINTENANCE, AND USE
OF DAMS, RESERVOIRS, CANALS, DITCHES, PIPES, FLUMES, CONDUITS,

AND AQUEDUCTS NECESSARY TO COLLECT, STORE, CONVEY, AND DISTRIBUTE WATER FOR EACH AND ALL OF THE AFORESAID PURPOSES AND TO PURCHASE, HOLD, OWN, CONSTRUCT MAINTAIN AND USE SUCH STRUCTURES AND WATERWORKS AND SELL OR LEASE THE SAME, OR ANY PART THEREOF.

C. TO PURCHASE, MAINTAIN, RENT AND SELL APPLIANCES, EQUIPMENT AND FIXTURES AND SUPPLIES RELATING TO AND INCIDENTAL TO THE FURNISHING AND USE OF WATER SOLD AND DISTRIBUTED BY THE COMPANY.

D. TO DO ANY AND ALL THINGS NECESSARY, SUITABLE AND PROPER FOR THE ACCOMPLISHMENTS OF ANY OF THE PURPOSES OR FOR THE ATTAINMENT OF ANY OF THE OBJECTS OR FOR THE EXERCISE OF ANY OF THE POWERS HEREIN SET FORTH, WHETHER HEREIN SPECIFIED OR NOT, EITHER ALONE OR IN CONNECTION WITH OTHER FIRMS, INDIVIDUALS OR CORPORATIONS, EITHER IN THIS STATE OR THROUGHOUT THE UNITED STATES, OR ELSEWHERE, AND TO DO ANY OTHER ACT OR ACTS, THING OR THINGS INCIDENTAL OR PERTINENT TO OR CONNECTED WITH THE BUSINESS HEREINAFTER DESCRIBED, OR ANY PART OR PARTS THEREOF, IF NOT INCONSISTENT WITH THE LAWS UNDER WHICH THIS CORPORATION IS ORGANIZED.

E. TO RECEIVE, ACQUIRE, HOLD, PURCHASE, DISPOSE OF, CONVEY, MORTGAGE AND/OR LEASE REAL AND PERSONAL PROPERTY; TO DISPOSE OF, SELL, LEASE, ASSIGN, TRANSFER, MORTGAGE AND/OR CONVEY ANY RIGHTS, PRIVILEGES, FRANCHISES, REAL OR PERSONAL PROPERTY OF THE CORPORATION, OTHER THAN ITS FRANCHISE OF BEING A CORPORATION, AND TO ACQUIRE, PURCHASE, GUARANTEE, HOLD, MORTGAGE, OWN, VOTE, SELL, PLEDGE AND/OR OTHERWISE DISPOSE OF AND DEAL IN SHARES, BONDS, SECURITIES AND DEBENTURES, AND OTHER EVIDENCES OF INDEBTEDNESS OF OTHER CORPORATIONS, DOMESTIC OR FOREIGN.

F. TO ENTER INTO CONTRACTS OR OBLIGATIONS OF ANY TYPE OR KIND ESSENTIAL, NECESSARY OR PROPER TO THE TRANSACTION OF ITS ORDINARY AFFAIRS, OR FOR THE PURPOSES OF THE CORPORATION.

G. TO BORROW MONEY OF ANY PERSON, FIRM OR CORPORATION AND TO ISSUE BONDS, DEBENTURES OR OBLIGATIONS OF THIS CORPORATION FROM TIMES TO TIME, FOR ANY OF THE OBJECTS OR PURPOSES OF THE CORPORATION AND TO SECURE THE SAME BY MORTGAGE, PLEDGE, DEED OF TRUST OR BY

ANY OTHER LAWFUL MEANS. .

H. TO HAVE, EXERCISE AND ENJOY ALL OF THE POWERS NOW OR HEREAFTER GRANTED TO CORPORATIONS ORGANIZED UNDER THE LAWS OF THE STATE OF IDAHO, AND PARTICULARLY ALL OF THE POWERS AND PRIVILEGES GRANTED TO CORPORATIONS BY CHAPTER 1 OF TITLE 30 OF THE IDAHO CODE, AND ANY PRESENT AND/OR FUTURE AMENDMENTS THEREOF, AND TO DO ANY ACT OR THING NECESSARY OR CONVENIENT FOR THE TRANSACTION OF THE AFORESAID BUSINESS AND/OR CARRY INTO EFFECT ANY AND ALL OF THE AFORESAID OBJECTS AND PURPOSES.

ALL OF THE FOREGOING PROVISIONS OF THIS PARAGRAPH SECOND ARE TO BE CONSIDERED BOTH AS OBJECTS AND POWERS, AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE ENUMERATING HEREIN OF SPECIFIC OBJECTS AND POWERS SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE GENERAL POWERS OF THE CORPORATION; PROVIDED, HOWEVER, THAT NOTHING HEREIN CONTAINED SHALL BE DEEMED TO AUTHORIZE OR PERMIT THE CORPORATION TO CARRY OUT ANY BUSINESS OR TO EXERCISE ANY POWER OR DO ANY ACT WHICH CORPORATIONS FORMED UNDER THE LAWS OF IDAHO NOW OR HEREAFTER EXISTING MAY NOT AT THAT TIME LAWFULLY CARRY ON OR DO. IT IS THE INTENTION THAT THE PURPOSES, OBJECTS AND POWERS SPECIFIED IN EACH OF THE PARAGRAPHS OF THIS PARAGRAPH SECOND OF THESE ARTICLES OF INCORPORATION SHALL, EXCEPT AS OTHERWISE PROVIDED, IN NOWISE BE LIMITED OR RESTRICTED BY REFERENCE TO OR INFERENCE FROM THE TERMS OF ANY OTHER CLAUSE OR PARAGRAPH IN THIS PARAGRAPH CONTAINED OR OF ANY OTHER PROVISIONS OF THESE ARTICLES OF INCORPORATION.

ARTICLE III

THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

ARTICLE IV

THE PLACE WHERE THE PRINCIPAL BUSINESS OF THIS CORPORATION SHALL BE TRANSACTED AND THE POST OFFICE ADDRESS OF ITS REGISTERED OFFICE SHALL BE THE CITY OF IDAHO FALLS, COUNTY OF BONNEVILLE, STATE OF IDAHO.

ARTICLE V

THE AMOUNT OF THE CAPITAL STOCK OF THIS CORPORATION SHALL BE ~~2,000~~ DIVIDED INTO ^{1,000} ~~2,000~~ SHARES OF NON ASSESSABLE COMMON STOCK WITHOUT ANY PAR OR NOMINAL VALUE.

ARTICLE VI

THE NAMES AND POST OFFICE ADDRESSES OF THE INCORPORATORS AND THE NUMBER OF SHARES SUBSCRIBED BY EACH ARE AS FOLLOWS:

NAMES	POST OFFICE ADDRESS	NO. OF SHARES	CLASSES
WAYNE WILCOX	IDAHO FALLS, IDAHO	ONE	COMMON
ANNA WILCOX	IDAHO FALLS, IDAHO	ONE	COMMON
DEAN L. HOWELL	IDAHO FALLS, IDAHO	ONE	COMMON

ARTICLE VII

THE BOARD OF DIRECTORS SHALL CONSIST OF THREE DIRECTORS, BUT DURING THEIR TERM OF OFFICE, OR THEREAFTER, THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME AS MAY BE PROVIDED BY THE BYLAWS.

ARTICLE VIII

NO CONTRACT OR OTHER TRANSACTION BETWEEN THE CORPORATION AND ANY OTHER CORPORATION, WHETHER OR NOT A MAJORITY OF THE SHARES OF THE CAPITAL STOCK OF SUCH OTHER CORPORATION IS OWNED BY THE CORPORATION, AND NO ACT OF THE CORPORATION SHALL IN ANY WAY BE EFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OF THE CORPORATION ARE PECUNIARILY OR OTHERWISE INTERESTED IN, OR ARE DIRECTORS OR OFFICERS OF SUCH OTHER CORPORATION; ANY DIRECTOR INDIVIDUALLY, OR ANY FIRM OF WHICH SUCH DIRECTOR MAY BE A MEMBER, MAY BE A PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN ANY CONTRACT OR TRANSACTION OF THE CORPORATION, PROVIDED THAT THE FACT THAT HE OR SUCH FIRM IS SO INTERESTED SHALL BE DISCLOSED OR SHALL HAVE BEEN KNOWN TO THE BOARD OF DIRECTORS, OR A MAJORITY THEREOF; AND ANY DIRECTOR OF THE CORPORATION WHO IS ALSO A DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION, OR WHO IS SO INTERESTED, MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING

OF THE BOARD OF DIRECTORS OF THE CORPORATION, WHICH SHALL AUTHORIZE SUCH CONTRACT OR TRANSACTION, AND MAY VOTE THEREAT TO AUTHORIZE SUCH CONTRACT OR TRANSACTION WITH LIKE FORCE AND EFFECT AS IF HE WERE NOT SUCH DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION, OR NOT SO INTERESTED.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS THIS 17 DAY OF NOVEMBER, 1958.

Wayne Wilcox
Anna Wilcox
Dean L. Howell

STATE OF IDAHO)
COUNTY OF BONNEVILLE) ss.

ON THIS 17 DAY OF NOVEMBER, 1958, BEFORE ME, THE UNDERSIGNED, A NOTARY PUBLIC, IN AND FOR THE STATE OF IDAHO, PERSONALLY APPEARED WAYNE WILCOX, ANNA WILCOX AND DEAN L. HOWELL, 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 NOTARIAL SEAL, THE DAY AND YEAR IN THIS CERTIFICATE FIRST ABOVE WRITTEN.

Ronald L. Linnell
NOTARY PUBLIC
FOR THE STATE OF IDAHO
RESIDING AT IDAHO FALLS, IDAHO

(SEAL)

MY COMMISSION EXPIRES:

May 10, 1961