

State of Idaho

Department of State

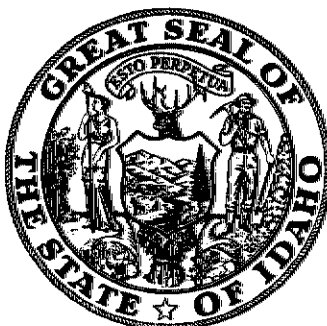
CERTIFICATE OF INCORPORATION OF

TED LEWIS WATER ASSOCIATION, INC.
File number C 113079

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 TED LEWIS WATER 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: December 21, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Seibel*

Dec 21 12 36 PM '95

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
STATE OF IDAHO

TED LEWIS WATER ASSOCIATION, INC.

In compliance with the requirements of the law of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly Title 30, Chapter 3, Idaho Code, the undersigned natural person, being of full age and a resident of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby as incorporator, adopt the following Articles of Incorporation and certify:

ARTICLE I

NAME

The name of the corporation is Ted Lewis Water Association, Inc., hereinafter called the "Corporation".

ARTICLE II

NONPROFIT CORPORATION

This Corporation is a nonprofit corporation.

ARTICLE III

DURATION

The duration of this Corporation shall be perpetual.

ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

This Corporation shall be a nonprofit membership corporation. The purpose of the

Corporation shall be:

1. To associate as members together for their mutual benefits, and to provide for and maintain a central water system for its members. This Corporation will construct, cause to be constructed, maintained and operated a central water system for the members of this Corporation who are owners of real property within the boundaries of the property described on Exhibit "A" attached hereto and by reference made a part hereof.

2. To own or lease, operate and develop any property necessary to accomplish the purpose of this Corporation, to borrow for the use and needs of the Corporation, to pledge and/or mortgage real, personal and tangible property of the Corporation as security therefore in any manner permitted by law.

3. To do any and all things that may be instant or conducive to the aforesaid objectives or any of them and exercise the usual powers of corporate bodies.

4. To appoint such officers and agents of the business the Corporation shall require and to allow them suitable compensation.

5. To make By-Laws not inconsistent with these articles, the laws of the United States or the laws of the State of Idaho, which By-Laws shall be for the regulation and government of the Corporation and shall provide for the means of certification and transfer of the stock certificates of membership in this Corporation.

6. To tax, levy, collect and enforce the payments by any lawful means to be made to its members, all changes or assessments, annual or special, required for the construction, upkeep, maintenance and operation of such water systems and as may be provided in the By-Laws of this Corporation.

7. To levy assessments on the members of the corporation for any necessary repairs or improvements to the water system should the rates and charges for operation and maintenance be inadequate to pay for such repairs and improvements and by any method as provided in the By-Laws of this Corporation.

8. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Declaration of Covenants, hereafter called the "Declaration", applicable to the property, as the same may be amended from time to time as therein provided. Such Declaration is incorporated herein as if set forth at length and shall be recorded in the office of the County Recorder of Ada County, Idaho.

9. To have and to exercise any and all powers, rights and privileges which a Corporation organized under the nonprofit corporation laws in the State of Idaho by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Membership in the Corporation shall be evidenced by certificates of stock. Every person or entity who is a record owner of a lot within the property described on Exhibit "A" attached hereto shall be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest in a lot as security for the performance of an obligation. Membership shall be appurtenant to and shall not be separated from the ownership of any lot which is subject to assessment by the Corporation.

ARTICLE VI

CORPORATE STOCK

There shall be a total of sixty (60) shares of stock issued. The total acres of property within the land included within this corporation is sixty (60). The ownership is evidenced by the stock certificates and shall be measured by taking the total number of acres within the entire tract as the denominator, and the total number of acres owned by each individual lot owner as the numerator. This fraction shall be multiplied by sixty (60) to ascertain each individual lot owner's number of shares of stock.

ARTICLE VII

VOTING RIGHTS

Each member of the Corporation shall be entitled to vote the number of stock certificates that they own in accordance with the Declaration of Covenants, Conditions and Restrictions filed with the Ada County Recorder.

ARTICLE VII

CORPORATION ADDRESS

The street address of the initial registered office of the Corporation shall be 3700 E. Hubbard Road, Meridian, Idaho 83642. The name of the initial registered agent shall be Ted Lewis at the aforementioned street address.

ARTICLE IX

BOARD OF DIRECTORS

The business affairs of the corporation shall be managed and controlled by the Board of Directors consisting of three (3) members, who need not be members of the Corporation, except that the initial Board of Directors shall consist of two (2) Directors until such time as the first lot is sold. The initial directors shall be:

Edward W. Lewis
3700 E. Hubbard Road
Meridian, ID 83642

Director

Patricia A. Lewis
3700 E. Hubbard Road
Meridian, ID 83642

Director

ARTICLE X

INCORPORATOR

The name and address of the incorporator is:

Edward W. Lewis
3700 E. Hubbard Road
Meridian, ID 83642

ARTICLE XI

DISSOLUTION OF CORPORATION

This Corporation may be dissolved in accordance with Idaho Code § 30-3-111 or any successor statute or amendment thereto. This Corporation can also be dissolved if; (1) approved by the Board of Directors; (2) by the members, if any, by two-thirds of the votes cast by a majority of the voting power, whichever is less; and (3) in writing by any person or persons whose approval is required by these Articles. Distribution of assets on dissolution shall be made in accordance with Idaho Code § 30-3-113 or any successor statute or amendment.

ARTICLE XII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation shall require the assent of those members casting two-thirds (2/3) of the votes of the Corporation at any regular members'

meeting or a special meeting called specifically for that purpose.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, I, the undersigned incorporator of this Corporation, have executed these Articles of Incorporation this 21 day of December, 1995


EDWARD W. LEWIS