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ARTICLES OF INCORPORATION OF  
BIO-AEROBIC MAINTENANCE OF IDAHO, INC.

ARTICLE I

The name of the corporation is Bio-Aerobic Maintenance of Idaho, Inc.

ARTICLE II

The corporation is a nonprofit corporation incorporated under Chapter 3, Title 30 of the Idaho Code, the Idaho Nonprofit Corporation Act.

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 and maintain extended wastewater treatment units governed by the Idaho adopted NSF 40, and any succeeding standards, limited to treatments units sold by A.D.L. Concrete Inc., DBA Boise Vault and Precast, and owned by Members of the Corporation and existing in all counties south and inclusive of Idaho County.

B. To do all lawful things necessary for the continued inspection and maintenance of the extended wastewater treatment units installed in the State of Idaho and owned by Members of the Corporation.

C. To do all things necessary that are 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 which include the ability to enter into contracts and agreements for the inspection and maintenance of the treatment units, to plan and control how and at what time additional service functions will be extended or added, to bring and defend actions, to collect assessments for the continued maintenance and operation of the Corporation and the extended wastewater treatment units installed in the State of Idaho and owned by

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Members of the Corporation, and to impose liens for nonpayment of assessments.

## **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 the State of Idaho on which exists an operational extended wastewater treatment unit, and;

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

Each Member shall have one vote and be entitled to only one membership and only one Certificate of Membership in the Corporation for each extended wastewater treatment unit the Member owns that has a recorded easment with Bio-Aerobic Maintenance of Idaho, Inc., notwithstanding that one or more individuals or entities may comprise the ownership of the property on which the treatment unit is installed. The phrase "treatment unit" when used throughout these Articles of Incorporation, Bylaws and Agreements shall mean only those extended wastewater treatments units which are owned by Members of the Corporation. A treatment unit will be considered to be one singular treatment unit for each permit that is required for the particular location in which it is installed notwithstanding the number of modules in the maintenance fee (hereinafter collectively referred to as "assessment"). Membership and voting rights in this Corporation shall be appurtenant to the property described in each Member Agreement, and no membership or Certificate 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 the Corporation, and such membership and voting right

shall pass and 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 may be 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 to be a lien against the individual or property for which assessments 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 operated as nonprofit organizations for purposes similar to the purposes of Bio-Aerobic Maintenance of Idaho, 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 , 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 Health and Welfare, Division of Environmental Quality.

#### **ARTICLE VII**

The name and address of its initial registered agent and office is: Jesse D. Law, 249 Davis, Nampa, Idaho 83651.

#### **ARTICLE VIII**

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. Jesse D. Law  
249 Davis  
Nampa, Idaho 83651
2. Andrew E. Law  
5151 El Gato Ln.  
Meridian, Idaho 83642
3. Michael Giltzow  
8365 W. Pomona Ct.  
Boise, Idaho 83704

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 purpose, 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 Health and Welfare, Division of Environmental Quality, shall be subject to approval by the local Idaho District Health Department 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 Incorporators of the Corporation will bear the expense of maintaining the Corporation until such time as it first receives operational funds.

#### **ARTICLE IX**

The name and street address of the incorporator is Jesse D. Law, 249 Davis St., Nampa, Idaho 83651.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 11<sup>th</sup> day of January, 2001.

  
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Jesse D. Law, Incorporator