



CERTIFICATE OF INCORPORATION
OF

SCENIC PROPERTIES WATER ASSOCIATION, INC.

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 SCENIC PROPERTIES
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 February 22, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
SCENIC PROPERTIES WATER ASSOCIATION, INC.
A NON-PROFIT CORPORATION

FEB 22 11 07 AM '88
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENT: That we, the undersigned, being natural persons of lawful age each of whom are citizens of the United States of America have associated together for the purpose and do hereby establish a non-profit corporation under the laws of the State of Idaho, and do hereby certify as follows:

ARTICLE I

The name of this corporation is SCENIC PROPERTIES WATER ASSOCIATION, INC.

ARTICLE II

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

The objects and purpose for which said corporation is formed are:

(a) The primary purpose of the association shall be to further and promote the common interest and welfare in water useage of its members within the subdivided land area situated in Boise County, known and to be known generally as Scenic Properties Subdivision No. 1, 2 and 3 referred to herein for convenience as the subdivision.

(b) To acquire real or personal property and to maintain and operate the same where necessary, incidental or advisable to accomplish and perform the objects and purposes of the assoc-

iation.

(c) To purchase, construct, own, maintain, operate and govern facilities for the supply of domestic water, irrigation, and all necessary facilities for the supply of utilities for the benefit of the real property in said subdivision.

(d) To fix, levy, collect and enforce payment by lawful means, all charges or assessments made pursuant to the powers and purposes herein; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(e) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(f) To borrow money, and with the assent of two-thirds (2/3) of the membership mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(g) To dedicate, sell or transfer all or any part of owned real property to any private individual, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the membership of this corporation, agreeing to such dedication, sale or transfer;

(h) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that any such merger, consolidation or annexation

shall have the assent of two-thirds (2/3) of the membership;

(i) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE IV

The corporation shall act and conduct its affairs without profit. There shall be no capitalizations attributable to this corporation. The organization of this corporation shall be by certificate of membership. The membership of this association shall be restricted to the persons or entities who are record owners or contract purchasers of a lot within said subdivision, and there shall be but one membership attributable to each such lot. In the case of divided ownership of any such lot, the certificate shall be issued in the name of the co-owners, or in the case of married owners, in the name of the husband and wife. Membership shall be appurtenant to and may not be separated from ownership of any lot. Each certificate of membership shall be entitled to one vote equal in voting power to the vote of all other certificates. The property rights within this corporation shall be equal between each member. New members to this association may be admitted from time to time under such conditions as shall be established by the By-Laws of this corporation. The certificate of membership of new members shall have equal voting and property rights with the certificates of all other members.

The rights and interests of all members represented by a certificate of membership shall be equal and no member shall have or acquire a greater right or interest herein than any other member, except in the case of multiple ownership of lots if structured as such by the By-Laws of the association.

ARTICLE V

The principal place of business ^{and registered address} of this corporation shall be 3457 CONSTITUTION WAY BOISE, Idaho, or such other address as may be designated by the Board of Directors and certified to the Secretary of State. *The registered officer is the Secretary/Treasurer - Shirley A. Waulob, at the forementioned address.*

ARTICLE VI

The affairs of this association shall be managed by a Board of not more than 12 nor less than 3 directors, who are members of the association unless authorized otherwise by assent of two-thirds(2/3) of the members. The number of directors may be changed by amendment of the By-Laws of the association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Everett Ausman	4010 N. Locust Grove Rd. Meridian, Idaho 83642
Don Hough	8869 Morninmist Boise, Idaho 83709
Jack Charlton	3810 Greenbrier Boise, Idaho 83705
Richard Strub	3717 Revere Ct. Boise, Idaho 83706
Roy Logan	H.C. 76 Lowman, Idaho 83637

At the first annual meeting and at each subsequent annual meeting of the members, they shall elect the directors for a term of one year or as otherwise stipulated in the By-Laws of the association. In the event a vacancy shall occur the remaining directors shall select a replacement to serve until the next annual meeting of the members.

ARTICLE VII

The annual meeting of the members of this corporation for the election of directors and for the transaction of other

business shall be held at the site location of the water system, Lowman, Idaho, on the First Saturday in June of each year, or at such other place as may be determined from time to time by the Board of Directors. In all the elections for directors, each member shall be entitled to one vote for each director to be elected. The vote in the election for directors shall be by ballot, and the election shall be conducted in such manner and form as may be provided by the By-Laws.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 18th day of ~~January~~^{February}, 1988.

Everett Ausman
Everett Ausman

Don Hough
Don Hough

Jack Charlton
Jack Charlton

Richard D. Strub
Richard Strub

Roy W. Logan
Roy Logan

STATE OF IDAHO)
 : ss.
County of Ada)

On this 18th day of ~~January~~^{February}, 1988, before me, the undersigned Notary Public in and for said County and State, personally appeared EVERETT AUSMAN, DON HOUGH, JACK CHARLTON, RICHARD STRUB, ROY LOGAN 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 official seal, the day and year in this certificate first above written.

Charles E. Waulob Jr
Notary Public for Idaho
Residing at Boise, Idaho

Commission expires
Oct 31, 1991