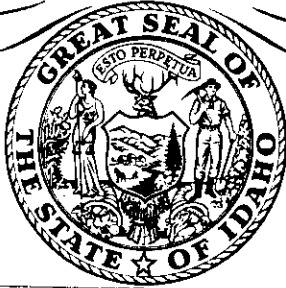


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

PLTE T. CENARRUSA

I, ~~ARNOLD WILLIAMS~~, 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

WHISPERING PINES WATER COOPERATIVE ASSOCIATION

was filed in the office of the Secretary of State on the 14th day of March A. D. One Thousand Nine Hundred seventy-four and ^{to be} is duly recorded on ~~Film No~~ microfilm 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 and Sections 30-1001 to 30-1005, inclusive, 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 Coeur d'Alene, Idaho in the County of Kootenai and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 14th day of March, A.D., 1974.

Secretary of State.

ARTICLES OF INCORPORATION

WHISPERING PINES WATER COOPERATIVE ASSOCIATION

WE, the undersigned, being three or more natural persons of full age, all of whom are citizens of the United States, do hereby voluntarily associate ourselves for the purpose of forming a private, non-profit corporation under the laws of the State of Idaho, and adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the proposed corporation is WHISPERING PINES WATER COOPERATIVE ASSOCIATION.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are as follows:

- (1) To exercise all grants of power unto a private corporation in the State of Idaho as are authorized and provided by Section 30-114 of the Idaho Code, where not inconsistent with the provisions hereinafter contained.
- (2) Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the receiving of gifts and grants of money and property of every kind and administering the same for the benefit of organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1954.
- (3) To contract with such other corporations as agent for the performance of the foregoing described undertakings.

(4) To buy, sell, purchase, and/or acquire stock in such other corporations as from time to time may be necessary or in the best interests of said corporation.

FOURTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954 or (b) by a corporation's contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954.

FIFTH: Upon dissolution, in the event said organization is dissolved, all assets remaining after payment of obligations and debts, shall be distributed to all members as their interest appears on the records, which interest shall be based on their individual usage and patronage, as provided in the by-laws and the Articles. Sufficient records shall be maintained to indicate each members interest. 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 the purposes of the corporation, or to

such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

SIXTH: The location and post office address of the registered office of this corporation shall be Route 1, Box 507 B, Coeur d'Alene, Idaho 83814.

SEVENTH: This shall be a non-stock corporation. Membership herein shall be evidenced by a Certificate of Membership which shall be issued by the Board of Trustees upon their determination that the applicant has satisfied the requirements set forth in the by-laws. The Certificate may not be subject to assessments.

EIGHTH: The voting power and the property rights and the interest of each member shall be equal.

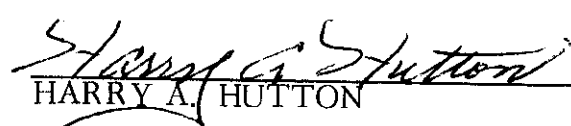
NINTH: The name and post office addresses of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alan W. Carter	Route 1, Box 507 A Hayden Lake, Idaho 83835
J. Paul Robertson	1402 North 5th Street Coeur d'Alene, Idaho 83814
Harry A. Hutton	8875 Pierce Route 1, Box 265 Broomfield, Colorado 80020
Gerlad K. Hunter	Route 1, Box 507 B Hayden Lake, Idaho 83835
John T. Giesen, M. D.	Route #2 Coeur d'Alene, Idaho 83814


We, the undersigned, for the purpose of forming a corporation, do make and file and record this instrument and do hereby certify that the facts and circumstances are true and have hereunto set our hands this ____ day of April, 1973.


ALAN W. CARTER


J. PAUL ROBERTSON


HARRY A. HUTTON

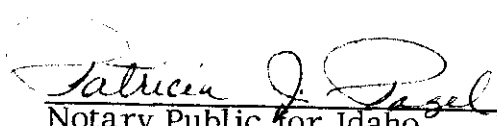

GERALD K. HUNTER


JOHN T. GIESEN, M. D.

STATE OF IDAHO)
County of Kootenai) ss.

On this 10th day of ^{August}~~April~~, 1973, before me, the undersigned Notary Public, personally appeared ALAN W. CARTER, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year in this acknowledgment first above written.


Notary Public for Idaho
Residing in Coeur d'Alene
My commission expires: 9-15-75

STATE OF IDAHO)

SS.

County of Kootenai)

On this 15^d day of ~~April~~ ^{June}, 1973, before me, the undersigned Notary

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
the day and year in this acknowledgment first above written.

Notary Public for Idaho
Residing in Coeur d'Alene
My commission expires: 9-15-75

STATE OF COLORADO)

SS.

County of Jefferson)

On this 17th day of April, 1973, before me, the undersigned Notary

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
the day and year in this acknowledgment first above written.

Notary Public for Colorado
Residing in: Arvada, Colo.
My commission expires: 12/30/76

STATE OF IDAHO)
County of Kootenai)

On this 31st day of ~~April~~^{May}, 1973, before me, the undersigned Notary Public, personally appeared GERALD K. HUNTER, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
the day and year in this acknowledgment first above written.

Notary Public for Idaho
Residing in Coeur d'Alene
My commission expires: 9-15-75

STATE OF IDAHO)
County of Kootenai) ss.

On this 15th day of ~~April~~, 1973, before me, the undersigned Notary Public, personally appeared JOHN T. GIESEN, M. D., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
the day and year in this acknowledgment first above written.

Notary Public for Idaho
Residing in Coeur d'Alene
My commission expires: ~~9-15-75~~ 11-1-73