



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

ATLANTA WATER ASSOCIATION, INC.

was filed in the office of the Secretary of State on the 28th day of February A. D. One Thousand Nine Hundred seventy-two and is ~~to be~~ 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 **Atlanta, Idaho** in the County of **Elmore** 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 28th day of February A.D., 19 72.

Secretary of State.

ARTICLES OF INCORPORATION
OF
ATLANTA WATER ASSOCIATION, INC.

WE, THE UNDERSIGNED, full age citizens of the United States and all of whom are residents of Ada County, State of Idaho, do hereby voluntarily associate ourselves together for the purpose of forming a non-stock cooperative Association under the provisions of Chapter 10, Title 30, Idaho Code Annotated, and amendments thereto.

ARTICLE I

The name of this association shall be the Atlanta Water Association, Inc.

ARTICLE II

The nature of the business of the Association and the objects and purposes for which, or for any of which, this Association is formed are:

To associate its members together for their mutual benefit, and to that end to construct, maintain, and operate a private water system for the supplying of water for domestic, livestock, and garden purposes for its members, and to engage in any activity related thereto, including, but not limited to, the acquisition of water by appropriation, drilling, pumping and/or purchase, and the purchase, laying installation, operation, maintenance, and repair of wells, pumping equipment, mains, pipe lines, valves, meters, and all other equipment necessary to the construction, maintenance, and operation of the system.

To borrow from any source, money, goods, or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefor in any manner permitted by law.

To acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of capital stock or bonds, or become a member or a stockholder of any Corporation or Association engaged in any related activities.

To buy, lease, hold, or exercise all privileges of ownership in and to the real or personal property as may be necessary or convenient for the conduct and operation of the business of the Association or incidental thereto.

To establish reserves and to invest the funds thereof in stocks, bonds, and other property as the board of directors may deem satisfactory.

To levy assessments in such manner and in such amount as may be provided in the bylaws of this Association.

To have and exercise all powers, privileges, and rights conferred on corporations by the laws of the State of Idaho and all powers and rights incidental in carrying out the purposes for which this Association is formed, except such as are inconsistent with the express provisions of the act under which this Association is incorporated.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this Association by the laws of the State of Idaho, all of which are hereby expressly claimed.

ARTICLE III

The place where the principal business of the Association is to be transacted is Atlanta, County of Elmore, State of Idaho, but the Association may maintain offices and places of business at such other places within the State of Idaho as the board of directors may determine.

ARTICLE IV

The period of existence of this Association shall be perpetual.

ARTICLE V

The private property of the members shall not be subject to payment of Association debts to any extent whatsoever.

ARTICLE VI

Section 1 This Association shall not have capital stock, but its capital shall be represented by membership certificates.

Section 2 Under the terms and conditions prescribed in its bylaws this Association shall admit as members only such persons, groups of persons, organizations or corporations owning the property to which the service is desired and having a reasonable accessibility to the source of and need for the service from the system constructed, maintained and operated by the Association; provided, however, the Association shall not be required to admit members if the capacity of its system is exhausted by the needs of its existing members.

Section 3 The membership fee in this Association shall be fixed and determined by its bylaws. The voting power and property rights and interest of each member whose fees are fully paid and who is in good standing shall be equal and each member shall be entitled to one vote only. New members upon their admission in this association shall be entitled to one vote and to share in the property of the Association equally with the old members. When a member has paid his membership fee in full he shall receive a certificate of membership. Assessments against members and a determination of their liabilities shall be fixed by the bylaws of the association.

Section 4 The members present or represented by proxy at any meeting of members regularly called shall constitute a quorum for the conduct of business at such meeting in accordance with the notice thereof.

Section 5 This Association is organized on a non-profit basis for the mutual benefit of its members and consequently will not have profits from which to pay dividends on its capital. After all expenses of the Association have been paid and reasonable reserves as determined by the board of directors set aside, the net earnings of the Association shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending, and repairing the system and property of the Association, and for such other purposes as the board of directors may determine to be for the best interests of the Association. The said surplus fund or any portion thereof may from time to time at the discretion of the board of directors be distributed to the members as provided in the bylaws, on the basis of the assessments and charges made and levied against and paid by such members during the year.

ARTICLE VII

These articles may be amended in any manner permitted or authorized by law by the favorable vote of a majority of the members present or represented by proxy at a meeting of the members duly called upon notice of the specific purpose thereof and containing a statement of the proposed amendment.

ARTICLE VIII

The number of directors shall be five and the names and addresses of those who are to serve as incorporating directors for the first term and until their successors are elected and qualified are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|---------------------------------|
| Karl Boldt | 6715 Holliday Boise, Idaho |
| Gordon Eichmann | 905 Balsam Boise, Idaho |
| Dr. G. R. Streib | Route #3 Meridian, Idaho |
| Sam. E. Roeber | Route #1 Eagle, Idaho |
| Tom Carr | C/O Mayfield Stage Boise, Idaho |

IN WITNESS WHEREOF, We, the incorporators, and named herein as the first board of directors, have set our hands and seals this 28th day of February, 1972.

Karl Boldt
Karl Boldt

Gordon H. Eichmann
Gordon Eichmann

Dr. G. R. Streib, M.D.
Dr. G. R. Streib

Sam E. Roeber
Sam E. Roeber

Tom Carr
Tom Carr

STATE OF IDAHO,)
 : ss.
County of Ada)

On this 28th day of ~~December~~^{February}, 1972, before me, the undersigned, a Notary Public in and for said State, personally appeared KARL BOLDT, GORDON EICHMAN, DR. G. R. STREIB, SAM E. ROEBER and TOM CARR, known to me to be the persons whose names are subscribed to and who executed and subscribed the within and foregoing Articles of Incorporation of Atlanta Water Association, Inc., and severally acknowledged to me that they executed the same in triplicate.

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

A. C. Nixie
Notary Public for the State of Idaho
Residing at Boise, Idaho