

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

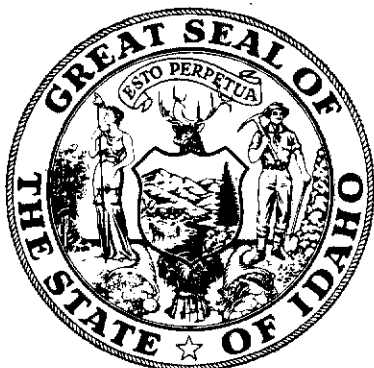
HIGH VALLEY RURAL FIRE PROTECTION ASSOCIATION, INC.

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 HIGH VALLEY RURAL
FIRE PROTECTION 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 July 28, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Hawkey

Corporation Clerk

ARTICLES OF INCORPORATION

OF JUL 28 4 39 PM '87

HIGH VALLEY RURAL FIRE PROTECTION ASSOCIATION, INC. SECRETARY OF STATE

KNOW ALL MEN THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 1, Section 117A. We do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is: HIGH VALLEY RURAL FIRE PROTECTION ASSOCIATION, INC.

ARTICLE II

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

ARTICLE III

This corporation shall be a non-profit membership corporation and its memberships shall be non-assessable.

ARTICLE IV

The location and post office address of the registered office of this corporation shall be Route 1, Box 40 Smiths Ferry Idaho 83668 SMITHS FERRY, VALLEY COUNTY, IDAHO. Registered Agent; Billy W. JEFFS

ARTICLE V

(1) The nature of the business and the objective and purpose of this corporation shall be to organize and operate a Rural Fire fighting department.

(2) In order to carry out the foregoing, and strictly limited thereto, where not inconsistent with Title 30, Idaho Code, the corporation shall have the following powers:

(a) The authority set forth in Title 30 of the Idaho Code relating to the organization and conduct of general business corporation.

(b) To buy, sell, acquire, hold or mortgage, or enter into security agreements, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description.

(c) To buy, sell, lease, let mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, easements, hereditaments and appurtenance of all kinds and wheresoever situated and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.

(d) To borrow money, to draw, make, accept, enforce, transfer and execute promissory notes, debentures and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation.

(e) To accept gifts and grants of all kinds, from any and all sources, including but not limited to the State and Federal governments.

(f) To have one or more offices to carry on all or any part of its operation and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Association, and which now or hereafter may be authorized by law.

(g) The foregoing clauses are to be construed both as abjects and powers. As hereby expressly provided, an enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the corporation. The corporation shall have the power to do all acts that are necessary and convenient to obtain the abject and purposes herein set forth to the same extent and as fully as any natural person could or might do, within the framework of these Articles of Incorporation, and the general corporation laws of the State of Idaho.

ARTICLES VI

MEMBERSHIPS AND VOTING POWER

Section 1. There shall be two types of memberships in the corporation as follows:

- A. Regular membership with one vote per membership.
- B. Associate membership which shall carry no voting rights.

Section 2. Qualifications of Membership.

A (i) Regular membership. Each ownership of real property may acquire on regular voting membership in the corporation, which real property must lie within the area to be served by this corporation.

(ii) Transfer of Regular Membership. The corporation membership of each owner shall be appurtenant to the land and shall not be transferred, pledged or alienated in any way except upon the transfer of title to the land and then only to the transferee of the title to said land. Any attempt to make a prohibited transfer shall be void. Any transfer to title to said land shall operate to automatically to transfer said membership to the new owners thereof.

Section 3. Regular Membership, Voting.

(a) Regular members shall be entitled to one vote. A member may, by notice to the corporation, designate a person (who need not be a member) to exercise his vote. Said designation shall be revocable at any time by notice to the corporation by the member. Such powers of designation and revocation may be exercised by the guardian of member's estate, by his executor or administrator where the latter's interest in said property is subject to administration in his estate.

(b) Joint Owner Disputes. The vote for each ownership shall, if at all, be cast as a unit, and fractional votes shall not be allowed. In the event that joint owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any owner votes it will thereafter be conclusively presumed for all purposes that he was acting with the authority and consent of all other owners of the same tract.

(c) Cumulative Voting. In any election of the members of the Board, every regular member entitled to vote at such an election shall have the right to cumulate his votes and give one candidate, or divide among any number of the candidates, a number of votes equal to the number of votes to which that owner is entitled in voting upon other matters multiplied by the number of directors to be elected. The candidate receiving the highest number of votes, up to the number of the Board members to be elected, shall be deemed elected.

(d) Transfer of voting Right. The right to vote may not be severed or separated from the ownership of the tract to which it is appurtenant, except that any owner may give a revocable proxy, or may assign his right to vote to a lessee or beneficiary of the tract for the term of the lease or Deed of Trust, and any sale, transfer or conveyance of such tract to a new owner or owners shall operate automatically to transfer the appurtenant vote to the new owner, subject to any assignment of the right to vote to a lessee or beneficiary as provided herein.

B. Associate Membership. Any interested person may by paying the dues established by the board of Directors, become an associate member of the corporation and any such membership shall be non-transferable.

ARTICLE VII

Section 1. The business and affairs of the Association shall be managed and controlled by a Board of Directors. The original Board of Directors shall be three, provided, however, the By-laws of the Association may provide for an increase in their number, provided that the number of directors shall not be greater than five or less than three.

Section 2. Qualifications. All members of the Board of Directors of the corporation shall be regular members of the corporation.

Section 3. Powers. In addition to all power held by law, the Board of directors shall have the power and authority to establish, change alter and amend the area wherein the corporation shall provide fire protection services.

ARTICLE VIII

The By-laws of this corporation may be altered, amended, or new By-laws adopted by and regular or any special meeting of the corporation called for that purpose by the affirmative votes of two-thirds (2/3) of the members present at such meeting.

ARTICLE IX

The names and postoffice address of the incorporators and membership of each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TYPE OF MEMBERSHIP</u>
Billy W. Jeffs	High Valley, Idaho	Regular
R.A. Bills	High Valley, Idaho	Regular
DONNA K. Kouba	High Valley, Idaho	Regular

ARTICLE X

This corporation is one in which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision for the debts and obligations of the corporation, or to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt statutes under Section 501 subdivision (c) (3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the District Court of the county in which this corporation's principal office is located, on petition therefor by any person concerned in the liquidation.

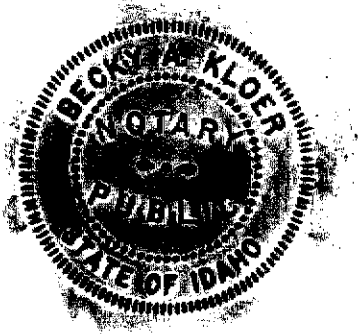
IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 28 day of JULY, 1987

Billy W. Jeffs
Donna K. Kouba
Robert A. Bills

STATE OF IDAHO)
)SS
County of Valley)

On this 28 day of July, 1987, before me the under-
signed Notary Public in and for said State, personally appeared
BILLY W. JEFFS, R.A. BILLS, and DONNA K. KOUBA, 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.



Becky A. Klover
Notary Public for Idaho
Residing at Boise, Idaho