



CERTIFICATE OF INCORPORATION
OF

TETON HEIGHTS WATER CORPORATION

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 _____

TETON HEIGHTS WATER CORPORATION

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 _____ November 5 _____, 19 79 _____.



SECRETARY OF STATE

Corporation Clerk

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CLERK OF
STATE

ARTICLES OF INCORPORATION
OF
TETON HEIGHTS WATER CORPORATION

The undersigned, acting as incorporator of a non-profit corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is TETON HEIGHTS WATER CORPORATION.

ARTICLE II

Nonprofit Status

The corporation shall be a nonprofit corporation within the meaning of the Idaho Nonprofit Corporation Act.

ARTICLE III

Duration

The period of this corporation's duration is perpetual.

ARTICLE IV

Purposes

The purposes for which this corporation is formed are: to engage in the business of constructing, owning, maintaining and operating a domestic water system for the owners and possessors of the following described real property and any other real property as shall be designated by the Board of Directors, from time to time:

All of the real property situated in Bonneville County, Idaho, within the boundaries of the Teton Heights Division No. 1 plat (and the Teton Heights Division No. 2 plat, as recorded in the records of Bonneville County.

ARTICLE V

Regulations of Corporate Affairs

The following provisions are made for the regulation of internal corporate affairs:

1. Membership. This corporation shall have no capital stock. Membership in the corporation shall be evidenced by membership certificates issued as provided in the By-laws of the corporation. Membership shall be granted on the basis of one certificate per lot (excluding well lots) to the owner of such lot located within the hereinabove described tracts, and to the owner of each lot in all other tracts as may from time to time be added to the service area of the corporation by the Board of Directors. Such membership shall be appurtenant to said real property and cannot be assigned or transferred apart from the ownership of said property. Membership in the corporation shall not be subject to approval or disapproval by the Board of Directors or members of the corporation, but shall be dependent upon ownership of real property.

2. Membership certificates. The number of membership certificates shall equal the number of lots of real property (excluding well lots) served by the corporation, as indicated on the recorded plats thereof in the records of Bonneville County, State of Idaho.

3. Voting and other rights. Each member shall be entitled to one vote for each lot held by him or her. Members owning a lot in common due to multiple ownership rights in any certain lot shall be entitled to cast but one common vote for such lot. All rights and interests of all members of the corporation shall be in proportion to the number of lots owned by the member. No expulsion of members or cancellation of voting rights shall be

permitted; however, such rights may be suspended in case of nonpayment of charges and assessments owed to the corporation as provided hereafter.

4. Water rights. Each membership per lot shall represent an equal right in and to the water, water rights, water storage facilities and other water rights, privileges or benefits, without priority of use over any other membership per lot.

5. Costs of management and operation. The cost of operating and managing the business of the corporation shall be met by water rates and charges for the delivery of water to members. Whenever the Board of Directors deems it advisable to fix rates and charges for water, said rates and charges shall be fixed by equitably prorating the cost of delivering water for that year among all members, which costs, in the discretion of the Board, may include items for depreciation and maintenance of pipelines and for readiness to deliver water; said rates and charges may not include any profit margin for distribution to the members of the corporation, but may include items calculated to allow the corporation, from time to time, to enlarge or improve the water system, or to meet such extraordinary expenses as may, from time to time, occur. All such rates and charges shall be fixed in the manner required by any applicable laws, By-laws of the corporation and resolutions of the Board of Directors, all so as to preserve the private ownership of the water rights of the corporation and the delivering of its water as a non-profit water corporation to its members.

6. Assessment of members. Each lot owner of the corporation shall be assessable to the extent deemed necessary by the Board of Directors to meet the needs of the corporation

from time to time to provide facilities to furnish adequate water service to its members.

7. Nonpayment of charges and assessments. Suspension of services and use of the facilities provided by the corporation shall be permitted for any period of time that charges or assessments due and owing the corporation from its members remain unpaid, after five days notice of delinquency is given to said members; provided that said suspension shall apply only to those members who have not paid and that upon payment in full of said charges and assessments there shall be a prompt restoration of service to said members. Liens for non-payment of charges and assessments due and owing the corporation are permitted as provided by law. The corporation may refuse to transfer on its books any membership certificate while such charges and assessments remain unpaid by its holder, and it may suspend such member's privilege of voting in the corporation for the period such charges and assessments remain unpaid.

ARTICLE VI

Initial Registered Office and Agent

The address of the initial registered office of the corporation is: 2250 West Yellowstone Highway, Idaho Falls, Idaho 83401, and the initial registered agent at that address shall be Mr. Kurt Krupp.

ARTICLE VII

Board of Directors

The business and affairs of the corporation shall be managed and controlled by a Board of Directors. A director need not hold a certificate of membership in the corporation.

<u>Name</u>	<u>Address</u>
Kurt Krupp	2250 West Yellowstone Highway Idaho Falls, Idaho 83401
Dan Siegel	1018 Atherton Way Salt Lake City, Utah 83107
Linda Krupp	2250 West Yellowstone Highway Idaho Falls, Idaho 83401

Incorporator

Kurt Krupp 2250 West Yellowstone Highway
Idaho Falls, Idaho 83401

Kurt M. Krupp

On this 1 day of November, 1979, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Kurt Krupp, 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
affixed my official seal the day and year in this certifi-
cate first above written.

(SEAL)

Steph D. Haeel
Notary Public for State of Idaho
Residing at: Idaho Falls, Idaho
My Commission expires: Permenent