



CERTIFICATE OF INCORPORATION
OF

MORNING STAR 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 _____

MORNING STAR 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 September 16th, 19 81



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION
MORNING STAR WATER CORPORATION

SECRETARY OF
STATE

(Non-profit Corporation)

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned persons, all of whom are citizens of the United States of America and of full age, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation without capital stock, under and pursuant to Chapter 10, Title 30, of the laws of the State of Idaho, and that we do hereby make, acknowledge and declare the following to be our Articles of Incorporation.

ARTICLE I

The name of this corporation shall be MORNING STAR WATER CORPORATION.

ARTICLE II

This corporation is a non-profit corporation, and shall have no capital stock; and no dividends or pecuniary profits shall be declared to the members thereof.

ARTICLE III

The objects and purposes for which this corporation is formed are as follows:

1. To acquire and own real estate and personal property, including water rights, water lines, mains, easements, pumps, pumping fixtures and equipment, water licenses and permits, franchises, and any other property item or effect that may become instrumental for the purposes of which the corporation is organized.
2. To supervise, manage, distribute, control and supply water to the members of the corporation, and to acquire, maintain control, expand, improve and repair water sources and systems and conduct all business necessary or instrumental to the same.
3. To make assessments and charges to members for water and water system appurtenances furnished in connection therewith, and which assessments and charges shall be disbursed by the corporation only in payment for expenses of such water system and water system appurtenances.
4. To perform any lawful act necessary to the acquisition, ownership, maintenances, and expansion of water system or systems, and the distribution of water, and any other lawful act necessary or advisable in the furtherance of the corporation.

ARTICLE IV

The location and post office address of the registered office and principal place of business of said corporation shall be P. O. Box 74,
Star, Ada County, Idaho. 83616

XXXX Street Address being 8975 West State Street, Boise, Idaho
Eagle, Idaho 6024 BALOWIN 83703

ARTICLE V

The duration of this corporation shall be perpetual.

ARTICLE VI

Each owner including developer owner, of an improved property or platted lot in any residential subdivision which shall be served by the water system or systems of the corporation shall be eligible for membership in the corporation. Such membership shall at all times be identified with the owner of the improved property or improved properties and no membership shall be subject or conditioned upon approval of the Board of Directors or other members. There shall be one voting right for each improved property served by the system and owned by the members, whether owned in community, jointly or separately. Voting rights and membership and continuation thereof shall be dependent upon the ownership of an improved property served by a water system of the corporation and there can be no expulsion of a member or cancellation of voting rights of such member so long as he is so qualified.

Voting may be by proxy in writing, dated and signed by a member; provided, however, no such proxy shall be valid beyond eleven (11) months after its execution, nor binding upon a transferee of an improved property from the person executing such proxy.

ARTICLE VII

Assessments and charges of the corporation shall be made as to each improved property owned by a member and in the event of the failure of a member to pay assessments and charges, the corporation may suspend water service to such improved property during the time any assessment or charge is unpaid following due date thereof. Upon payment of any delinquent assessment or charge, together with a reasonable charge for terminating and restoring service, water service must be promptly restored.

Unpaid assessments or charges, including reasonable charges for terminating and restoring service if service has been terminated, must be paid by a transferee of a membership or a member acquiring another improved property, and unless so paid, service may be suspended or if suspended, such suspension shall continue as above provided.

ARTICLE VIII

Nothing in these Articles shall be construed as restricting the ownership of improved properties and no provision shall be made in the Bylaws of the corporation which shall so restrict ownership.

ARTICLE IX

The corporation shall not lease any real or personal property from other persons.

ARTICLE X

The foregoing Articles of this corporation and this Article, being Articles number I through X inclusive, cannot be changed prior to five years from the date of incorporation without the approval of the Federal Housing Administration and thereafter the same may be changed only by an affirmative vote with two-thirds (2/3) of all eligible votes.

ARTICLE XI

Bylaws not inconsistent with the Articles of Incorporation may be adopted, altered, amended or repealed at any regular meeting of the members, or at any special meeting of the members of the corporation called for that purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting; provided, however, a quorum, which shall be a majority of the eligible votes, shall be present through members and proxy.

ARTICLE XII

The general officers of the Association shall be the President, Vice President, Secretary, Treasurer; and the Board of Directors shall consist of five members.

ARTICLE XIII

The principal duties of the President shall be to preside at all meetings, direct and supervise the affairs of the Association, make such appointments as may be required, subject to the approval of the Board of Directors, and to make annual reports of the activities of the Association to the members thereof. He shall be required to perform such other and additional duties as may be referred to him by the Board or be deemed proper in the management of his office.

The Vice President shall be charged with the duty of acting in the absence of the President, as President ProTem of the Association.

The Secretary shall be charged with the keeping of such records as may be required in the normal course of business of said Association and such further and additional duties as may be required by law or by the Directors, shall give notice of all meetings, and keep minutes of all meetings of either the Board of Directors or of the entire membership, and shall be the custodian of all official records of the Association.

The Treasurer shall report in detail on the third Monday in January of each year hereafter and at its annual meeting to the Association, all sums received and expended, all outstanding obligations, and such other matters as may be deemed proper. The Treasurer together with the President of the organization shall countersign all checks drawn against the account of the Association, unless other arrangements are provided in the By-Laws.

The said officers shall perform such additional or different duties as may from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the By-Laws.

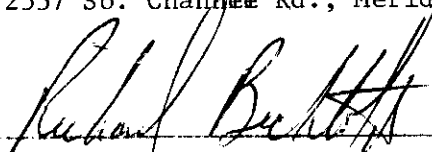
ARTICLE XIV

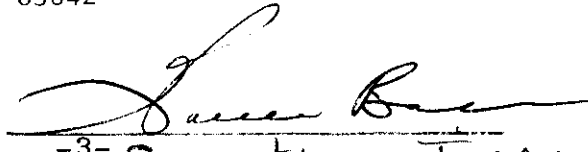
Annual Meetings

The Association shall hold its annual meeting for the election of officers the last Monday of March of each year, commencing March, 1981 in the City of Star, Ada County, Idaho, or as the Board of Directors may determine. The following are the Incorporators and the initial directors

Garth Baldwin
2557 So. Channel Rd., Meridian, Idaho 83642

& Richard E. Bechtold
P.O. Box 74, Eagle, Idaho 83616

X 
President


-3- Secretary - Treasurer

STATE OF IDAHO)
) ss
County of Ada)

BE IT REMEMBERED, That on this 15 day of March, 1981, personally appeared before me, the undersigned, a Notary Public in and for the State of Idaho, all of the parties to the foregoing Articles of Incorporation,

Richard Bechtold, Garth Bagdwin, _____,
President Secretary & Treasurer
known to me personally, and severally acknowledged said Articles of Incorporation to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

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

Elaine Edgerton
Notary Public for Idaho
Residing at Boise, Idaho
Comm. Expires: 4-7-1982