



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

CAVENDISH ROAD 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 _____

CAVENDISH ROAD 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 _____ March 22 _____, 19 89 .



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

ARTICLES OF INCORPORATION

OF

CAVENDISH ROAD WATER CORPORATION

The undersigned, being full age citizens of the United States and residents of the State of Idaho, do hereby voluntarily associate ourselves for the purpose of forming a non-profit corporation under the provisions of Chapter 3, Title 30, Idaho Code, and amendments thereto. We hereby certify, adopt and set forth the Articles of Incorporation of Cavendish Road Water Corporation as follows:

ARTICLE I

Name

The name of this non-profit corporation is Cavendish Road Water Corporation.

ARTICLE II

Location of Post Office Address

The street address of the initial registered office of the corporation is 4406 Cavendish Road, Ahsahka, Clearwater County, Idaho; and the mailing address of the registered office of the corporation is 4406 Cavendish Road, Ahsahka, Idaho 83520.

ARTICLE III

Registered Agent

The initial registered agent of the corporation is Mason H. Dreyer, 4406 Cavendish Road, Ahsahka, Idaho 83520.

ARTICLE IV

Duration

The term of existence of this corporation shall be perpetual from the time of the filing of the Articles of Incorporation in the office of the Secretary of State of Idaho.

ARTICLE V

Purposes

A. To purchase, lease, take, appropriate, hold, own or otherwise acquire, and to maintain and operate water rights, and acquire, purchase, lease, take, appropriate, own, hold, build, maintain and operate wells, dams, canals, ditches, flumes, pipelines and all other works necessary or convenient for the appropriation, diversion, storage, transportation and distribution or use of water for domestic uses.

B. To sink wells and shafts, and to make, build and construct, lay down and maintain, reservoirs, cisterns, culverts, filter beds, mains and other pipes and appliances, to acquire licenses, concessions and permits therefore and, in general to execute and do all other works and things necessary or convenient for obtaining, storing, delivering, measuring and distributing water.

C. To levy assessments in such manner and in such amount as may be provided in the By-Laws of this corporation and as may be provided by the Laws of Idaho.

D. To sell, provide, supply, and otherwise distribute to its members in and within the service area of Cavendish Road

Water Corporation, all in Clearwater County, Idaho, water for domestic and irrigation purposes.

E. 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 corporation is formed except such as are inconsistent with the expressed provisions of the laws of Idaho under which this corporation is formed.

F. 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 corporation by the laws of Idaho.

ARTICLE VI

Capital

A. This corporation shall not have capital stock, but its capital shall be represented by membership certification.

B. Membership fees in this corporation shall be as determined by the board of directors. The voting power and property rights and interest of each member whose fees are fully paid and who in good standing shall be equal and each member shall be entitled to one vote only. New members upon admission to this corporation shall be entitled to one vote and to share in the property of the association equally with old members. When a member has paid his membership fee in full, he shall receive a certificate of membership. Assessments against members and the determination of their liabilities shall be fixed by the By-laws of this corporation.

C. This corporation is organized as a non-profit corporation for the mutual benefit of its members and consequently shall not pay dividends on capital. After all expenses of the corporation have been paid and reasonable reserves as determined by the Board of Directors have been set aside, the net earnings of the corporation shall be accumulated for such purposes as the Board of Directors may determine to be in the best interests of the corporation.

ARTICLE VII

Directors

The corporation shall have at least three (3) directors who shall at all times be citizens of the United States. The names and addresses of the initial members of the board of directors who shall manage the business of the corporation until the first annual meeting of the corporation shall be as follows:

Harry Hall	4414 Hall Road Ahsahka, Idaho 83520
Robert Smeltz	4405 Cavendish Road Ahsahka, Idaho 83520
Art Sutton	4409 Cavendish Road Ahsahka, Idaho 83520
Richard Marshall	4400 Cavendish Road Ahsahka, Idaho 83520
Mason H. Dreyer	4406 Cavendish Road Ahsahka, Idaho 83520

ARTICLE VIII

Names and Addresses of Incorporators

Harry Hall	4414 Hall Road Ahsahka, Idaho 83520
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Robert Smeltz	4405 Cavendish Road Ahsahka, Idaho 83520
Art Sutton	4409 Cavendish Road Ahsahka, Idaho 83520
Richard Marshall	4400 Cavendish Road Ahsahka, Idaho 83520
Mason H. Dreyer	4406 Cavendish Road Ahsahka, Idaho 83520

ARTICLE IX

Provisions for By-Laws

The corporation shall be governed by a duly adopted code of By-Laws which shall not be inconsistent with these Articles or inconsistent with the Laws of Idaho. The meetings of the members of the corporation shall be held and the By-Laws shall be adopted in accordance with the Laws of Idaho, subject only the issuance of the Certificate of Incorporation by the Secretary of State.

ARTICLE X

Amendment of Articles

These Articles of Incorporation may be amended by the minimum vote required by the Laws of the State of Idaho of the members of the corporation at any regular meeting or at a special meeting called for the purpose by a majority of the Board of Directors after thirty (30) days written notice to all members, which notice shall be in conformance with the statutes of the State of Idaho.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators of Cavendish Road Water Corporation, have executed these Articles of Incorporation this 22 day of February, 1989.

Mason H. Dreyer
MASON H. DREYER

Robert Smeltz
ROBERT SMELTZ

Arthur H. Sutton
ART SUTTON

Richard Marshall
RICHARD MARSHALL

Harry Hall
HARRY HALL

STATE OF IDAHO)
County of Clearwater) ss.

On this 22 day of February, 1989, before me, the undersigned, a notary public, in and for the State of Idaho, personally appeared MASON H. DREYER, 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 certificate first above written.

Jane J. Greene
Notary Public in and for the State
of Idaho, residing at Orofino,
therein.
My commission expires: 5-16-94

STATE OF IDAHO)
 ss.
County of Clearwater)

On this 22 day of February, 1989, before me, the undersigned, a notary public, in and for the State of Idaho, personally appeared ROBERT SMELTZ, 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 certificate first above written.

Jane J. Greene
Notary Public in and for the State
of Idaho, residing at Orofino,
therein.
My commission expires: 5-16-94

STATE OF IDAHO)
 ss.
County of Clearwater)

On this 22 day of February, 1989, before me, the undersigned, a notary public, in and for the State of Idaho, personally appeared ART SUTTON, 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 certificate first above written.

Jane J. Greene
Notary Public in and for the State
of Idaho, residing at Orofino,
therein.
My commission expires: 5-16-94

STATE OF IDAHO)
 ss.
County of Clearwater)

On this 22 day of February, 1989, before me, the undersigned, a notary public, in and for the State of Idaho, personally appeared RICHARD MARSHALL, 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 had and affixed my official seal the day and year in this certificate first above written.

Jane I. Greene
Notary Public in and for the State
of Idaho, residing at Orofino,
therein.
My commission expires: 5-16-94

STATE OF IDAHO)
 ss.
County of Clearwater)

On this 22 day of February, 1989, before me, the undersigned, a notary public, in and for the State of Idaho, personally appeared HARRY HALL, 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 had and affixed my official seal the day and year in this certificate first above written.

Jane I. Greene
Notary Public in and for the State
of Idaho, residing at Orofino,
therein.
My commission expires: 5-16-94