



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

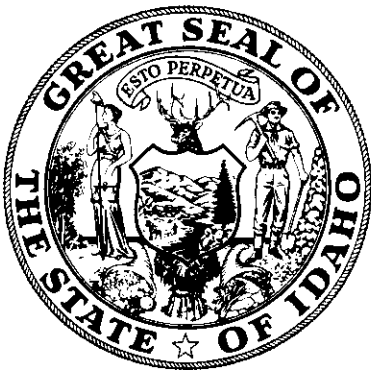
**MARLEY WATER USERS, INC.**

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 \_\_\_\_\_  
**MARLEY WATER USERS, 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 December 2, 19 82.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Myron E. Artisch*

Corporation Clerk

ARTICLES OF INCORPORATION.

OF

MARLEY WATER USERS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned being of lawful age and all residents of the County of Bonneville, State of Idaho, do hereby certify that we have this day voluntarily associated ourselves together for the purpose of forming a non-profit cooperative association under the laws of the State of Idaho and particularly Chapter 10 of Title 30, Idaho Code, and do hereby adopt the following Articles of Incorporation, to wit:

ARTICLE I

The name of the association is Marley Water Users, Inc., and though incorporated, shall have no capital stock and shall be composed of members rather than shareholders, and whose rights and interests shall be equal.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes for which the association is organized are to own, drill, develop, establish, furnish, equip, operate and maintain a water well and domestic water system, including pipelines and rights of way for the transport and delivery of water to the members of the association who are or will be owners of certain improved contiguous real property situated in Bonneville County, Idaho.

ARTICLE IV

The members of the association shall be the owners or purchasers in possession of improved tracts of residential real property in that certain development situated in Bonneville County, Idaho, and described as follows:

Legal Description attached and incorporated by reference hereto.

and property contiguous thereto if such is subsequently developed and improved, and provided facilities are adequate to service such additional properties but then only upon approval of two-thirds of the eligible voters shall the owners of other such adjacent property be admitted to membership

of the association; that membership in the association shall transfer as and when the ownership of an improved property in the development transfers and the right of membership to have and receive a domestic water supply to his or her improved property from the facilities of the association shall remain constant and equal with the owners of each separate improved property within the development and which right shall run with the land as an appurtenant right, subject, however to suspension of services or use of the facilities of the association for the period of time that bills or obligations due the association are not paid. Payment of delinquency or the obligation for which service has been suspended shall entitle the member to prompt restoration of service and use of its facilities. Membership shall not be subject to Board of Directors' approval to include additional properties presently outside the existing development property herein described. It is expressly provided, however, that any mortgagee of any of the improved premises who may acquire the property by operation of law, such as through a mortgage foreclosure, may have the water and services of the domestic water system restored to the premises without correcting the default of the prior member; but the corporation shall have a continuing personal claim against such prior member for such costs.

#### ARTICLE V

The water right and membership in the association which vests with the ownership of the individual improved properties within the development shall not be divided, split or appropriated so as to give a greater benefit to one improved property than the others.

#### ARTICLE VI

No member shall be expelled from the association and no member's voting rights shall be cancelled except as herein expressly provided.

#### ARTICLE VII

Voting rights of the association members shall be restricted to those whose properties have been improved and such rights shall be proportionate to the number of improved properties served by the system and owned or being purchased by the member or members.

#### ARTICLE VIII

Voting by proxy is authorized; however, such proxy shall be in writing and no proxy shall be valid beyond eleven months and shall not be binding upon the purchaser of property from the grantor of the proxy.

#### ARTICLE IX

No provisions restricting the ownership of improved properties shall be adopted either by amendment of these Articles of Incorporation nor by any provision contained in any By-Laws of the association.

#### ARTICLE X

Funds collected for water assessments by the association or for dues or service charges shall be disbursed only in payment for expenses of the association in establishing, operating and maintaining the system. No member shall perform any service for the association or be entitled to any payment of compensation therefor except upon the approval by majority action of the members.

#### ARTICLE XI

Provisions for the regulations of the internal affairs of the association shall be by the majority action of the Board of Directors which Board shall consist of four (4) members, elected by majority vote, at the annual meeting of the members to be held on the second Wednesday of each year, who shall serve until the next annual meeting or until their successors are elected and qualified. Vacancies on said Board shall be filled for any unexpired term by appointment of the remaining members of said Board. Five days written notice of any meeting of the association shall be provided unless waived in writing by all members. All actions and decisions of the association and of the Board of Directors shall be recorded by written minute entries in the permanent records of the association.

#### ARTICLE XII

The address of the initial registered office of the association is P.O. Box 433, Ucon, Idaho. The initial registered agent shall be Michael Ray Marley. The names and addresses of each Board of Directors shall be Michael Ray Marley Box 433, Ucon, ID, Pamela Jean Marley Box 433, Ucon, ID, Jay Golden Marley, Box 402, Ucon, ID and Cynthia Lynn Marley Box 402, Ucon, ID.

ARTICLE XIII

These Articles shall not be subject to change or amendment for one year after the date of incorporation or one year after the association commences operation, whichever is later, except upon approval of a two-thirds majority of the eligible voters and with the approval of the Board of Directors, thereafter these Articles may be amended only by majority action of two-thirds of all eligible voters.

ARTICLE XIV

The name and addresses of each incorporator is:

Michael Ray Marley	Box 433, Ucon, Idaho	83454
Pamela Jean Marley	Box 433, Ucon, Idaho	83454
Jay Golden Marley	Box 402, Ucon, Idaho	83454
Cynthia Lynn Marley	Box 402, Ucon, Idaho	83454

Dated this 22<sup>nd</sup> day of November, 1982

Michael Ray Marley  
Michael Ray Marley  
Pamela Jean Marley  
Pamela Jean Marley  
Jay Golden Marley  
Jay Golden Marley  
Cynthia Lynn Marley  
Cynthia Lynn Marley

STATE OF IDAHO )  
 ) ss.  
COUNTY OF BONNEVILLE)

On this 22<sup>nd</sup> day of Nov. 1982 before me, the undersigned

Notary Public in and for said State, personally appeared Cynthia Lynn Marley,  
Michael Ray Marley, Pamela Jean Marley and Jay Golden Marley,  
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 first above written.

Paula Peterson  
Notary Public  
Residing at Idaho Falls

Legal Description  
Exhibit "A"

TRACT 1

Beginning at a point that is North 89°33'30" East 281.09 feet along the Section line, and North 26°56'43" East 1669.47 feet along the Easterly right of way line of the U.S. Highway No. 191, from the Southwest corner of Section 11, Township 3 North, Range 38 East of the Boise Meridian, Bonneville County, Idaho, and running thence North 26°56'43" East 200.00 feet along the said right of way line; thence North 89°11'41" East 246.11 feet; thence South 26°56'43" West 200.00 feet; thence South 89°11'41" West 246.11 feet to the point of beginning.

Tract 2

Beginning at a point that is North 89°33'30" East 281.09 feet along the section line, and North 26°56'43" East 1869.47 feet along the Easterly right of way line of U.S. Highway No. 191, from the Southwest corner of Section 11, Township 3 North, Range 38, East of the Boise Meridian, Bonneville County, Idaho, and running thence North 26°56'43" East 200.00 feet along said right of way line, to the South Line of property owned or formerly owned by the State of Idaho; thence North 89°11'41" East 246.11 feet along said South line; thence South 26°56'43" West 200.00 feet; thence South 89°11'41" West 246.11 feet to the point of beginning.