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STATE OF IDAHO

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LACEY'S VISTA ACRES WATER CORPORATION**

The undersigned, acting as Directors of the Lacey's Vista Acres Water Corporation ("Corporation") by affirmative vote of two-thirds (2/3) of the members present at a members' meeting where a quorum is present as provided in the Articles of Incorporation and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Amended and Restated Articles of Incorporation ("Articles"), which shall modify and supercede all prior Articles of Incorporation and amendments thereto.

**Article 1. Name**

The name of this Corporation shall be LACEY'S VISTA ACRES WATER CORPORATION.

**Article II. Nonprofit Status**

The Corporation is a nonprofit corporation.

**Article III. Period of Duration**

The period of duration of the corporation is perpetual.

**Article IV. Registered Office and Agent**

The location of the Corporation is Pocatello, Bannock County, Idaho. The address of the registered office and name of the registered agent is: Jane Schultz, 14774 W. Lacey Rd., Pocatello, Idaho 83202.

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF LACEY'S VISTA ACRES WATER CORPORATION PAGE 1

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### **Article V. Purposes**

The purposes for which the Corporation is organized and will be operated are as follows:

1. To acquire, develop, own, operate, manage and maintain real property, easements, water rights and a system of pipelines, tanks, and equipment utilized to provide culinary water for domestic and irrigation purposes for the use and benefit of the Members of the Corporation.

2. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money and property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

### **Article VI. Limitations**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(12) of the Internal Revenue Code of 1986, as amended from time to time.

### **Article VII. Members**

The Corporation shall have members who shall have such rights as are provided in the Act and By Laws that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person who owns real property within the service area of the Corporation as defined by the Board of Directors who agrees to use water or other services furnished by the Corporation shall become a member of the Corporation and shall be required to pay the annual dues and assessments as fixed by the Board of Directors.

### **Article VIII. Board of Directors**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's By Laws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the Board of Directors, who are designated in these Articles, the Directors shall be elected by the members or existing Directors of the Corporation in the manner and for the term provided in the By Laws of the Corporation.

The names and street addresses of the persons constituting the present Board of Directors, are as set forth in the most recent Annual Report Form filed with the Idaho Secretary of State.

### **Article IX. Membership Dues and Assessments**

Membership dues and assessments shall be charged to all members in equal amounts. The Board of Directors is authorized to fix the amount of membership dues and assessments from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe. The Board of Directors is further authorized to adopt policies and resolutions implementing fees, charges, and penalties for late payment of dues and assessments, including the

authority to assess and record liens against the real property of the members for delinquent fees, charges and payments.

#### **Article X. Distribution on Dissolution**

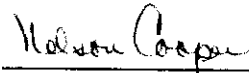
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(12) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

#### **Article XII. By Laws**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the By Laws of the Corporation. The Board of Directors of the Corporation shall be authorized to amend the Corporation's By Laws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 16<sup>th</sup> day of May, 2004.

  
\_\_\_\_\_  
JANE SCHULTZ  
President-Director  
Lacey's Vista Acres Water Corporation



NELSON COOPER  
Secretary-Treasurer  
Lacey's Vista Acres Water Corporation



KEN WHITHAM  
Director  
Lacey's Vista Acres Water Corporation



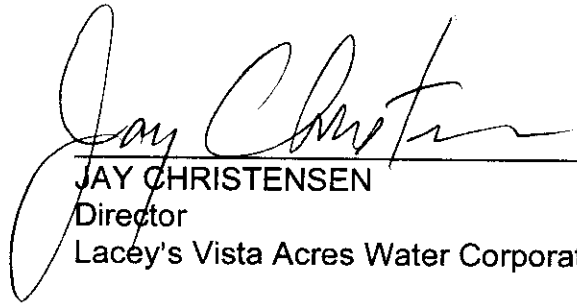
FRED McDANIEL  
Director  
Lacey's Vista Acres Water Corporation



LEON PRUETT  
Director  
Lacey's Vista Acres Water Corporation




JOHN BOBISH  
Director  
Lacey's Vista Acres Water Corporation



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JAY CHRISTENSEN  
Director  
Lacey's Vista Acres Water Corporation



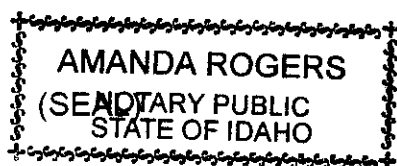
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JIM SIEVERSON  
Director  
Lacey's Vista Acres Water Corporation

STATE OF )  
 : ss  
County of )

On this 10<sup>th</sup> day of May, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared JANE SCHULTZ, known or identified to me to be the President-Director of **LACEY'S VISTA ACRES WATER CORPORATION** whose name is subscribed to the within instrument and acknowledged to me that he/she is authorized and instructed to execute and has executed the same on behalf of said Corporation, and further acknowledged to me that said Corporation executed the same.

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

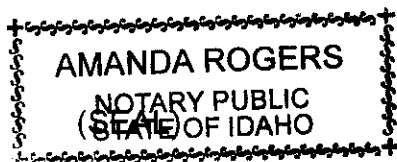


Amanda Rogers  
NOTARY PUBLIC FOR:  
Residing at: Pocatello, ID  
My Commission Expires: 4/20/07

STATE OF )  
 : ss  
County of )

On this 10<sup>th</sup> day of May, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared NELSON COOPER, known or identified to me to be the Secretary-Treasurer of **LACEY'S VISTA ACRES WATER CORPORATION** whose name is subscribed to the within instrument and acknowledged to me that he/she is authorized and instructed to execute and has executed the same on behalf of said Corporation, and further acknowledged to me that said Corporation executed the same.

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



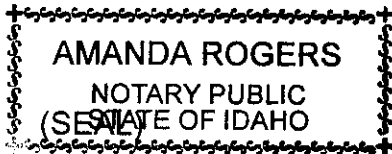
Amanda Rogers  
NOTARY PUBLIC FOR:  
Residing at: Pocatello, ID  
My Commission Expires: 4/20/07



STATE OF )  
 : ss  
County of )

On this 30<sup>th</sup> day of June, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared KEN WHITHAM, known or identified to me to be the Director of **LACEY'S VISTA ACRES WATER CORPORATION** whose name is subscribed to the within instrument and acknowledged to me that he/she is authorized and instructed to execute and has executed the same on behalf of said Corporation, and further acknowledged to me that said Corporation executed the same.

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

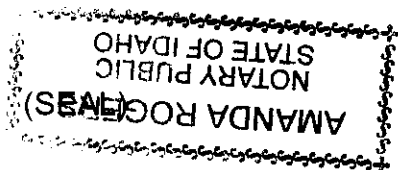


Amanda Rogers  
NOTARY PUBLIC FOR:  
Residing at: Paradise, ID  
My Commission Expires: 4/20/07

STATE OF )  
 : ss  
County of )

On this 21<sup>st</sup> day of May, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared FRED McDANIEL, known or identified to me to be the Director of **LACEY'S VISTA ACRES WATER CORPORATION** whose name is subscribed to the within instrument and acknowledged to me that he/she is authorized and instructed to execute and has executed the same on behalf of said Corporation, and further acknowledged to me that said Corporation executed the same.

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

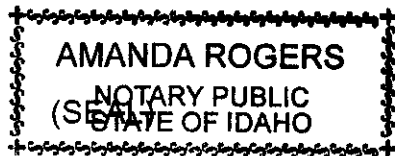


Amanda Rogers  
NOTARY PUBLIC FOR:  
Residing at: Pocatello, ID  
My Commission Expires: 4/20/07

STATE OF )  
 : ss  
County of )

On this 14<sup>th</sup> day of May, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared LEON PRUETT, known or identified to me to be the Director of **LACEY'S VISTA ACRES WATER CORPORATION** whose name is subscribed to the within instrument and acknowledged to me that he/she is authorized and instructed to execute and has executed the same on behalf of said Corporation, and further acknowledged to me that said Corporation executed the same.

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

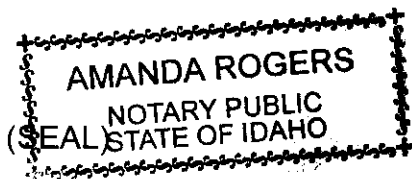


Amanda Rogers  
NOTARY PUBLIC FOR:  
Residing at: Pocatello, ID  
My Commission Expires: 4/20/07

STATE OF )  
 : ss  
County of )

On this 21<sup>st</sup> day of May, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN BOBISH, known or identified to me to be the Director of **LACEY'S VISTA ACRES WATER CORPORATION** whose name is subscribed to the within instrument and acknowledged to me that he/she is authorized and instructed to execute and has executed the same on behalf of said Corporation, and further acknowledged to me that said Corporation executed the same.

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

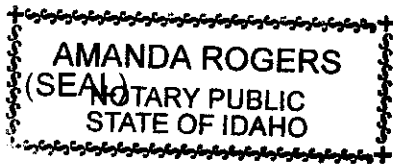


Amanda Rogers  
NOTARY PUBLIC FOR:  
Residing at: Pocatello, ID  
My Commission Expires: 4/20/07

STATE OF )  
 : ss  
County of )

On this 18<sup>th</sup> day of May, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared JAY CHRISTENSEN, known or identified to me to be the Director of **LACEY'S VISTA ACRES WATER CORPORATION** whose name is subscribed to the within instrument and acknowledged to me that he/she is authorized and instructed to execute and has executed the same on behalf of said Corporation, and further acknowledged to me that said Corporation executed the same.

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

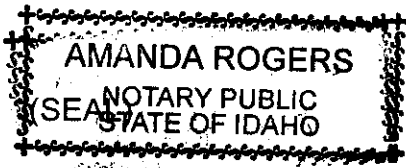


Amanda Rogers  
NOTARY PUBLIC FOR:  
Residing at: Pocatello, ID  
My Commission Expires: 4/26/07

STATE OF )  
 : ss  
County of )

On this 7<sup>th</sup> day of June, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared JIM SIEVERSON, known or identified to me to be the Director of **LACEY'S VISTA ACRES WATER CORPORATION** whose name is subscribed to the within instrument and acknowledged to me that he/she is authorized and instructed to execute and has executed the same on behalf of said Corporation, and further acknowledged to me that said Corporation executed the same.

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



Amanda Rogers  
NOTARY PUBLIC FOR  
Residing at: Pocatello, ID  
My Commission Expires: 4/20/07