

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
AQUA SOURCE, INC.**

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The undersigned, acting as incorporator of AQUA SOURCE, INC., a corporation under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I : The name of the corporation is and shall be: **AQUA SOURCE, INC.**

ARTICLE II : The period of the corporation's duration is perpetual.

ARTICLE III: The purpose or purposes for which the corporation is organized are:

Pump installations and service, and the transaction of any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended.

ARTICLE IV: The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of a single class common stock, with no par value, which shall together have unlimited voting rights. The corporation is further authorized to issue one or more classes of shares that have special, conditional or limited voting, distribution, redemption, conversion or dissolution rights as may be permitted by law. Issued shares may be reacquired by the corporation at such times and on such terms and conditions are deemed appropriate by the Board of Directors. Unless resolution of the Board of Directors provides that reacquired shares constituted authorized but unissued shares, reacquired shares shall be deemed treasury shares. The corporation may hold, use, resell or dispose of such reacquired shares free of any restrictions that would be imposed on the original issuance of shares. Provided, however, that no issuance or transfer of stock, or no class or special condition shall be created, in the event any such issuance, transfer, class or special condition shall be in contravention of any election of the corporation under Sub-chapter "S" of the Internal Revenue Code.

ARTICLE V: The address of the initial registered office of the corporation is:, and the name of its initial registered agent at such address is: Joyce Vessey, 1006 S. Hall, Grangeville, ID 83530.

ARTICLE VI: The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors thereafter shall be a minimum of two (2), and a maximum of five (5), the number of which shall be set by resolution of the Board of Directors pursuant to the corporation's

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Bylaws. The names and addresses of the persons who are to serve as the Directors until the first annual meeting of the shareholders or until successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
RODNEY W. VESSEY	1006 S. Hall, Grangeville, ID 83530, and
ROY SCHUMACHER	1306 Meadow Creek Road, Greencreek, ID 83533.

ARTICLE VII: The name and mailing address of the incorporator is:

<u>Name</u>	<u>Address</u>
JOYCE VESSEY	1006 S. Hall, Grangeville, ID 83530.

ARTICLE VIII: At each election of directors, every shareholder entitled to vote at such election shall have the right to vote, in person or proxy, one vote for each share owned by him. Shareholders shall have the right of cumulative voting in the election of directors.

ARTICLE IX: The corporation shall indemnify directors against liability to any person, for any action taken, or any failure to take action, as a director to the extent permitted by the Idaho Business Corporation Act, as amended. Any amendment or repeal of this Article IX shall not adversely affect any right or protection against liability existing at the time of amendment or repeal.

ARTICLE X: All issues shares of the Corporation, excepting those owned by the Corporation, are subject to restrictions upon transfer as set forth in the Bylaws of the Corporation.

DATED this 11th day of August, 2006.

Incorporator

By: Joyce Vessey
JOYCE VESSEY