



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. GENABRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

WHISKEY CREEK WATER USERS ASSOCIATION, INC.

was filed in the office of the Secretary of State on the nineteenth day of April A. D. One Thousand Nine Hundred seventy-one and is ~~also~~ recorded on Film No. 115501 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

Perpetual Existence from the date hereof, with its registered office in this State located at Grace, Idaho in the County of Caribou and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 19th day of April, A.D., 19 71

Secretary of State.

ARTICLES OF INCORPORATION
OF
WHISKEY CREEK WATER USERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, Daniel H. Mickelson, Dwayne Mendenhall, Glenn V. Turner, Harris A. Mickelson and Elmer Bennett, all citizens of the United States of America, and of the State of Idaho, and all being of full legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Chapter 10 of Title 30 of the laws of the State of Idaho, and to that end we hereby agree as follows:

ARTICLE I.

Corporate Name

The name of this corporation shall be Whiskey Creek Water Users Association, Inc.

ARTICLE II.

Period of Existence

The existence of said corporation shall be perpetual or until otherwise dissolved or disincorporated, pursuant to law.

ARTICLE III.

Place of Business

The said corporation is organized and the place of its general business shall be at Grace, in the County of Caribou, State of Idaho. General business, transfer and registry offices may be located at such place or places within Caribou County as the board of directors may deem advisable.

ARTICLE IV.

Corporate Purposes

The purposes for which said corporation is formed are as follows:

1. To own, operate, manage, control, repair, replace, and maintain a system for the distribution of culinary water to the members of the corporation.
2. To acquire by gift, donation, purchase, appropriation or otherwise, such water as may be necessary to supply culinary water to the members of the corporation.
3. To own, buy, sell, lease, mortgage and otherwise deal in real estate to the extent necessary or convenient in carrying out the primary purpose of the corporation as set forth in Sub-paragraphs 1 and 2, above.

4. To own, buy, sell, lease, rent, mortgage and otherwise deal in any or all types of personal property to the extent necessary or convenient in carrying out the primary purpose of said corporation as above set forth.

5. To sue and to be sued, and to institute all types of actions on behalf of said corporation that may be brought against any person or persons, and to defend all actions brought against it, and to compromise and settle claims either in favor of, or brought or claimed against said corporation.

6. To do any and all other things whatsoever not prohibited by law which may be necessary or convenient in the operation of a co-operative water users association.

ARTICLE V.

Incorporators and Officers

The affairs of the corporation shall be under the control of a board of directors, consisting of five members, and of a president, vice-president, secretary, treasurer, and such other officers as the said board of directors may from time to time determine, and those who shall act as directors and officers of the corporation for the first year, and until their successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Daniel H. Mickelson	President and Director	Grace, Idaho
Dwayne Mendenhall	Vice President and Director	Grace, Idaho
Glenn V. Turner	Secretary-Treasurer and Director	Grace, Idaho
Harris A. Mickelson	Director	Grace, Idaho
Elmer Bennett	Director	Grace, Idaho

Directors and officers of the corporation shall be elected annually as provided in the by-laws of the corporation.

ARTICLE VI.

Membership.

This corporation shall have no capital stock, and membership therein shall be evidenced by a Certificate of Membership. Only such persons as are home owners in the area served by the water system belonging to the corporation shall be eligible for membership in said corporation; and membership certificates shall be transferred with the premises served under and by virtue of such membership. No membership certificate shall be otherwise transferred without the prior consent and approval of the board of directors of the corporation. The foregoing restrictions as to transfer of membership shall be recited in all certificates of membership issued by the corporation.

ARTICLE VII.

Non-Profit Corporation.

This corporation shall not be operated for profit, and neither the said corporation nor the members thereof shall ever profit directly from the operation hereof. Memberships shall be assessable for such sums as may be required to defray expenses of operation of the culinary water system to be owned by said corporation, and for such sums as may be necessary for capital investment in, or improvement thereof, under such terms and conditions as may be provided by the by-laws of the corporation. No dividends shall ever be paid nor declared by said corporation, save and except a liquidation dividend in the event of the dissolution of said corporation.

ARTICLE VIII.

By-Laws.

The rights, duties, obligation and powers of the various officers and directors of this corporation, together with other rules and regulations for the governing of said corporation shall be adopted by the members of said corporation, in the form of by-laws, such by-laws to be adopted at the first annual meeting of the members, to be held within thirty days of the issuance of the Certificate of Incorporation to said corporation. Said by-laws shall be subject to amendment by the membership of said corporation, according to rules in said by-laws to be adopted.

IN WITNESS WHEREOF, the parties to this agreement have hereunto set their hands this 17th day of November, 1970.

Daniel H. Mickelson
Daniel H. Mickelson

Dwayne Mendenhall
Dwayne Mendenhall

Glenn V. Turner
Glenn V. Turner

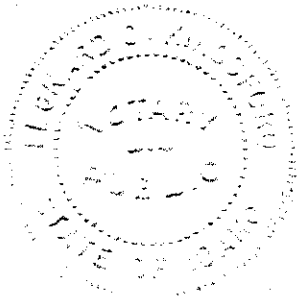
Harris A. Mickelson
Harris A. Mickelson

Elmer Bennett
Elmer Bennett

STATE OF IDAHO)
 : ss.
County of Caribou)

On this 1st day of December, 1970, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared Daniel H. Mickelson, Dwayne Mendenhall, Glenn V. Turner, Harris A. Mickelson, and Elmer Bennett, 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 in this certificate first above written.



Leonard O. Kingsford
NOTARY PUBLIC for the State of Idaho.
Residing at Soda Springs, Idaho.
My commission expires August 14, 1973.