



CERTIFICATE OF INCORPORATION
OF

WEST MOUNTAIN WATER ASSOCIATION, 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 WEST MOUNTAIN WATER ASSOCIATION, 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 May 22, 19 87.



SECRETARY OF STATE

Corporation Clerk

May 22 4 38 PM '87

ARTICLES OF INCORPORATION
OF
WEST MOUNTAIN WATER ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being natural persons of full age and being citizens of the United States of America, in order to form a non-profit corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation, to-wit:

I.

NAME AND ADDRESS

The name of this corporation shall be WEST MOUNTAIN WATER ASSOCIATION, INC., and the business address of the corporation shall be at 2510 N. Bannock, Boise, Idaho, 83702, subject to change by the board of directors.

II.

DURATION

The period of existence and duration of this corporation shall be perpetual.

III.

PURPOSES

This corporation shall be a non-profit corporation and it is organized for the following purposes:

(a) To own, control, maintain, manage, furnish and deliver water to adjacent parcels of real property owned by shareholders in

the corporation, referred to as members, for domestic purposes.

(b) This corporation shall have all of the general powers conferred upon corporations pursuant to Idaho Code Section 30-1-4 and shall have such other powers as may be necessary to accomplish the purposes for which this corporation is organized.

(c) The corporation shall have members rather than shareholders, and shall have authority to issue membership shares with no par value to the owners of real property, which real property is intended to be served by the corporation. The certificate of membership shall represent the member's right to receive water from the corporation for domestic use on his real property and sale of said real property shall entitle the purchaser of the real property to receive the sellers' certificate of membership or to receive a new certificate of membership from the corporation. The water rights and membership certificate representing the same shall be appurtenant to the real property of the member.

(d) The corporation may from time to time levy assessments against the members, which assessments shall be equal as against each member, for the purpose of raising funds with which to pay those immediate expenses necessarily incurred by the corporation for existing needs in fulfilling its functions. Such assessments may be made enforceable by the board of directors by legal action or by the forfeiture of a delinquent member's certificate, or by both, upon notice given in writing twenty days before commencement of any such

action or such forfeiture. Payment of such assessments may also be secured by a lien upon the real property of the member which is being served by the corporation.

IV.

REGISTERED OFFICE

The initial location of the principal place of business and registered office of the corporation shall be at 2510 N. Bannock St., Boise, Idaho, 83702, which is the corporation's mailing address, and the name of the initial registered agent of the corporation who may be found at such address is Gil Marcum.

V.

CAPITAL STOCK

The amount of the corporation's memberships shall be 68 memberships with no par value, and all such memberships shall have the same rights in the corporation.

VI.

INCORPORATORS

The names and post office addresses of the incorporators and the memberships subscribed by each are as follows:

NAME	POST OFFICE ADDRESS	MEMBERSHIP
Ron Filler	11413 Reutzel Drive Boise, Idaho 83709	1
Michael Gaffney	P.O. Box 2773 Boise, Idaho 83701	1

VII.

GOVERNING BODY

The governing body of this corporation shall consist of a board of 7 directors, who shall be elected annually as provided by the by-laws. The number of the board of directors may be changed from time to time as prescribed by the by-laws, but shall not be less than 3 nor more than 9. The names and post office addresses of those who are selected to act as directors until the first annual election are as follows:

Gil Marcum	2510 N. Bannock St. Boise, Idaho 83702
Ron Filler	11413 Reutzel Drive Boise, Idaho 83709
Ben Ramer	3779 Clacton Way Boise, Idaho 83704
Jim Bunce	2306 Grandee Boise, Idaho 83706
H.G. Grasmick	9951 Prairie Rd. Route 1 Boise, Idaho 83703
Michael Gaffney	P.O. Box 2773 Boise, Idaho 83701
Bruce Watson	3452 Shamrock Boise, Idaho 83704

VIII.


POWERS OF THE BOARD OF DIRECTORS

In addition to other powers, the board of directors is authorized to make, alter or amend the by-laws of the corporation, to authorize and cause to be executed such instruments in writing as are

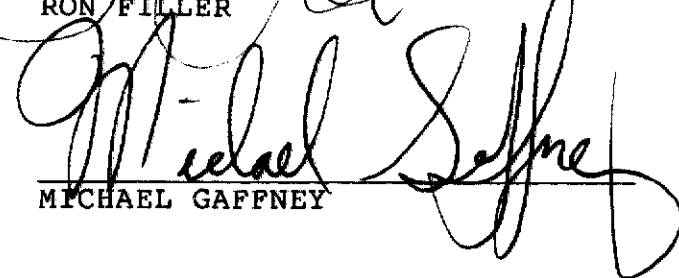
necessary to accomplish the purposes of the corporation.

WE, the undersigned, being each one of the original members hereinbefore mentioned, for the purpose of forming a non-profit corporation to do business both within and outside of the State of Idaho, and pursuant to the laws of the State of Idaho, do hereby make, and file these Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 22nd day of May, 1987.



RON FILLER



MICHAEL GAFFNEY

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 22nd day of May, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared Ron Filler, known to me to be the person whose name is subscribed to the within 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.

Diane Snodgrass
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 6-12-87

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 22nd day of May, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared Michael Gaffney, known to me to be the person whose name is subscribed to the within 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.

Diane Snodgrass
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 6-13-87