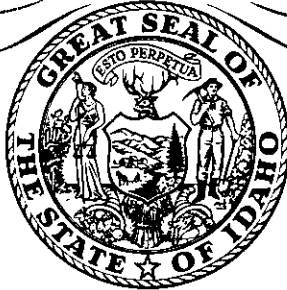


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

EUGENE-OUTLOOK WATER ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **First** day of **March**, A. D. One Thousand Nine Hundred **Sixty-three** and is duly recorded on Film No. **123** 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 **Boise** in the County of **Ada** 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 **1st** day of **March**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
EUGENE-OUTLOOK WATER ASSOCIATION
INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, and whose names are hereinafter set forth, have this day associated ourselves together to form, and do hereby form a non-profit cooperative corporation under the provisions of Chapter 10, Title 30, Idaho Code; and we do adopt and certify as articles of incorporation for such corporation, the following:

ARTICLE I.

NAME. The name of this corporation shall be Eugene-Outlook Water Association, Inc.

ARTICLE II.

PURPOSES. The purpose of this corporation is to supply to its members only, water from a well or wells under applicable provisions of law and of the by-laws without profit on a cooperative basis, for the benefit of the lands included within the by-laws and the occupants thereof, but not as a public utility or for the benefit of the public.

ARTICLE III.

DURATION. This corporation shall have perpetual duration.

ARTICLE IV.

PRINCIPAL OFFICE. The location and post office address of the registered office of the corporation shall be Boise, Idaho.

ARTICLE V.

MEMBERSHIP CERTIFICATES. This corporation shall not issue capital stock, but shall issue membership certificates to its members. The rights and interests of all members shall be equal, and no member can have or acquire a greater interest in the corporation than any other member. Membership certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the association, except by resolution of the board of directors and under such regulations as are prescribed in the by-laws.

ARTICLE VI.

STATUTORY INCLUSION. All of the provisions of Chapter 10, Title 30 Idaho Code as amended are made part of these articles at length as though written herein.

ARTICLE VII.

PROFIT. It is expressly declared that this corporation is not organized for the purpose of making a profit; and this corporation is not created for the purpose directly or indirectly, of fixing the price, or regulating the production of any article of commerce or of produce of the soil, or of consumption by the people.

ARTICLE VIII.

INCORPORATORS:

The names of the incorporators and their addresses, and they shall constitute the first board of directors, to serve until their successors are elected and qualified, are as follows:

D. C. Burlingame, Address: 5225 Eugene, Boise, Idaho
Joseph Kempf, Address: Eugene Street, Boise, Idaho
D. N. Thompson, Address: 5201 Eugene, Boise, Idaho
Dan D. Emery, 5109 Eugene, Boise, Idaho
Herman L. Sellers, Address: 5119 Eugene, Boise, Idaho

ARTICLE IX.

DIRECTORS:

The corporation shall be governed by a board of not less than five directors who shall serve without compensation as such and hold office for a period of one year and until their successors are elected and qualified. Until otherwise provided in the by-laws the number of directors shall be five.

ARTICLE X.

OFFICERS:

The corporation shall have a president, vice-president, secretary, treasurer and such other officers as the membership may provide; unless otherwise provided in the by-laws more than one office may be held by the same person.

ARTICLE XI.

POWERS:

As incidental to the purposes hereinbefore stated, the corporation shall have power to own and hold real property and personal property, to contract, incur debts, give security by mortgage, trust deed or otherwise, and provide for drainage, sewage disposal, ditching, piping and all other things convenient for the accomplishment of its fundamental purposes and authorized by said statute.

ARTICLE XII.

BY-LAWS:

The corporation shall adopt a code of by-laws which shall conform with the provisions of Section 30-1005 Idaho Code and the standards of the Federal Housing Administration.

ARTICLE XIII.

ELECTIONS. Officers and directors shall be elected annually. The directors shall be elected by the membership. All voting rights shall be equal. The officers shall be elected by the directors, and unless required by the by-laws an officer need not be a director.

IN WITNESS WHEREOF we have hereunto subscribed our names this 28 day of February, 1963.

D. C. Burlingame
Joseph Kempf
Herman L. Sellers
Dan D. Emery
M. Thompson
Incorporators

STATE OF IDAHO)
County of Ada) SS.

On this 28 day of February, 1963, before me, the undersigned notary public for Idaho, personally appeared D. C. Burlingame, Joseph Kempf, D. N. Thompson, Dan D. Emery and Herman L. Sellers, known to me to be the persons whose names are subscribed to the foregoing articles of incorporation, and acknowledged to me that they executed the same.

WITNESS MY HAND AND SEAL the same day and year.

Wile B. Mader
Notary Public
Residing at Basie
Idaho