

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

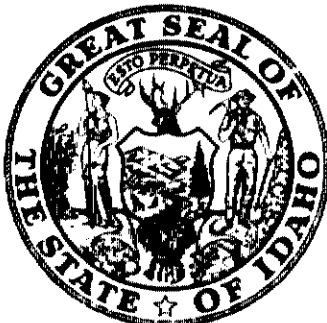
MOUNTAIN VIEW ESTATES WATER ASSOCIATION, INC.

File number C 119013

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 MOUNTAIN VIEW ESTATES 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: April 7, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

**ARTICLES OF INCORPORATION--NON-PROFIT ORGANIZATION
OF
MOUNTAIN VIEW ESTATES WATER ASSOCIATION, INC.**

We, the undersigned, for the purpose of forming a non-profit corporation, under and pursuant to Title 30, Chapter 3, of the "Idaho Non-Profit Corporation Act" and amendments thereof, do hereby associate ourselves as a non-profit organization and do hereby adopt the following Articles of Incorporation:

I.

The name of the corporation is Mountain View Estates Water Association, Inc.

II.

The period of its duration is perpetual.

III.

This Corporation shall be a non-profit corporation.

IV.

This corporation is organized exclusively to provide the necessary functions and services to provide domestic water to the association members who shall be limited to property owners in the Mountain View Estates Developmental Subdivision.

This corporation shall be and remain a non-profit corporation wherein pecuniary profit is not the object of the members of the corporation; it is organized and shall exist under the provisions of Idaho Code, Section 30-301 to 30-322, both inclusive; no part of the earnings of this corporation shall inure to the benefit of any member or members but shall be devoted exclusively to the purposes of said corporation. Any funds collected for water, dues, or service charges shall be disbursed only in payment for expenses of the water system.

V.

Membership shall be only by each owner of an improved property in the development and voting rights, which may not be canceled, shall be proportionate to the number of improved properties served by the system and owned by the members. Voting may be by proxy which shall be valid only for a period of 11 months and shall not be binding on a purchaser from the proxy grantor.

VI.

The principal place of business of this corporation shall be in Osburn, Shoshone County, Idaho.

IDaho SECRETARY OF STATE

DATE 03/26/1997

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CK #: 3239 CUST# 22530

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1. ARTICLES OF INCORPORATION -- NON-PROFIT ORGANIZATION

The address of the principal registered office is located in Osburn, Idaho and the business or corporation address shall be: P.O. Box 313, Osburn, Idaho 83849.

The name of and address of its initial registered agent is: RUSSELL DALTON, P.O. Box 313, Osburn, ID 83849.

VII.

The government and business affairs of this corporation shall be managed by a board of not less than three (3) directors.

The number, qualifications, terms of office, manner of election and the powers and duties of the directors shall be set forth and prescribed in the By-Laws.

The Board of Directors shall elect a president, secretary and a treasurer and may provide for such other officers and agents as it may deem necessary to transact the business of the corporation.

No member shall be liable for, nor shall any of their property be subject to any debts or obligations of the corporation.

VIII.

The names and addresses each of the incorporators constituting the First Board of Directors, all of whom are citizens of the United States of America, are as follows: RUSSELL DALTON, P.O. Box 313, Osburn, ID 83849, SHIRLEY SIMMIT, Secretary, Box 1062, Wallace, ID 83837 and EARNIE KRAUSE, Treasurer, 250 Pinetree Drive, Pinehurst, ID 83850.

IX.

This corporation shall have no capital stock, nor shall any member, at any time, upon dissolution of said corporation, or in any other way, be considered to be the owner of any corporate assets, or be entitled to any extent to any of the assets or funds or property of said corporation, all of which assets, funds or property shall be exclusively devoted to the maintenance of the corporation. This provision, however, is not to prevent the return of expenses incurred by members in the fulfillment of duties being reasonable compensation to such members of said corporation.

X.

The dissolution of this Corporation shall be conducted in accordance with and be governed by the provisions of the Idaho Code as now or hereafter specified, with the precise details thereof to be as specified in the Bylaws of the Corporation. In the event of the termination, dissolution or winding up of this Corporation for any reason whatsoever, its remaining assets, if any, shall be distributed to such other organizations exempt from Federal income taxation under Section 501 (c) (3) of the Internal Revenue Code engaged in providing domestic water as the Board of Directors may direct if at such time Mountain View Estates Water Association, Inc. has, for reasons beyond the control of this Corporation, lost its Federal income tax exemption, substantially failed or abandoned its operations, or been dissolved.

2. ARTICLES OF INCORPORATION -- NON-PROFIT ORGANIZATION

Xr.

This corporation shall be governed by a code of By-Laws not inconsistent with the laws of the State of Idaho, and amendments there to, and repeal thereof any portion may be made, pursuant to the then applicable statutes of the State of Idaho.

DATED this 6th day of March 1997.

Russell Dalton

RUSSELL DALTON

STATE OF IDAHO)

:ss

County of Shoshone)

On this 6th day of March 1997, the State of Idaho, personally appeared, RUSSELL DALTON to me known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as his free and voluntary act and deed for the purposes therein specified.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Linda M. Lee

Notary Public in and for Idaho

Residing at: Boise therein

Commission expires: 9/11/02

Shirley Simmet
SHIRLEY SIMMET

STATE OF IDAHO)

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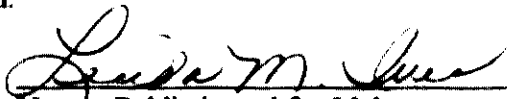
County of Shoshone)

On this 6th day of March 1997, the State of Idaho, personally appeared, SHIRLEY SIMMET to me known to be the person whose name is subscribed to the foregoing

3. ARTICLES OF INCORPORATION -- NON-PROFIT ORGANIZATION

instrument, and acknowledged to me that she executed the same as her free and voluntary act and deed for the purposes therein specified.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

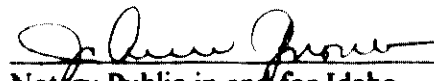

Notary Public in and for Idaho
Residing at: Keellogg, therein
Commission expires 11/11/97


EARNIE KRAUSE

STATE OF IDAHO)
 :SS
County of Shoshone)

On this 10 day of March, 1997, the State of Idaho, personally appeared, EARNIE KRAUSE to me known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as his free and voluntary act and deed for the purposes therein specified.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public in and for Idaho
Residing at: Padua, therein
Commission expires: 10-1-2000

4. ARTICLES OF INCORPORATION -- NON-PROFIT ORGANIZATION