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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
BITTERCREEK MEADOWS WATER & SEWER USERS ASSOCIATION, INC.**

The undersigned individual, acting as incorporator under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is BITTERCREEK MEADOWS WATER & SEWER USERS ASSOCIATION, INC.

**ARTICLE II
PURPOSE**

This corporation does not contemplate the distribution of gains, profits, or dividends. The corporation is organized for the purpose of providing for the acquisition and ownership of a water supply and sewer system and all rights appurtenant thereto, including fee simple title to a parcel of land on which the system is located. The corporation is organized for the purpose of operating, maintaining and repairing the system to service nearby land owned by the homeowners of the Bittercreek Homeowners Association ("HOA") until such time as municipal utilities are provided.

**ARTICLE III
DIRECTORS**

The names and addresses of the initial directors of the corporation are:

James L. Jewett
2040 S. Eagle Road
Meridian, ID 83642

R. Craig Groves
1500 W. Bannock St.
Boise, ID 83702

Tim J. Kelly
3891 W. Daisy Creek St.
Meridian, ID 83642

The incorporator has obtained the consent of all directors named to serve. All directors of the corporation other than the initial directors will be elected at the time, in the manner, and for the terms to be set forth in the corporation's bylaws.

IDAHO SECRETARY OF STATE
06/16/2011 05:00
CK: 64466 CT: 67242 BH: 1278689
1 @ 30.00 = 30.00 INC NONP # 2
1 @ 20.00 = 20.00 NON EXPD1 # 3

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**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The address of the corporation's initial registered office and the name of its initial registered agent at that location are:

James L. Jewett
2040 S. Eagle Road
Meridian, ID 83642

**ARTICLE V
INCORPORATOR**

The name and address of the incorporator are:

James L. Jewett
2040 S. Eagle Road
Meridian, ID 83642

**ARTICLE VI
MEMBERS**

The corporation will have a member or members. The criteria and procedures for admission to membership and the rights and obligations of members will be as set forth in the corporation's bylaws.

**ARTICLE VII
INDEMNIFICATION**

No director or uncompensated officer will be personally liable to the corporation for monetary damages for conduct as a director or an officer unless eliminating or limiting liability for the particular conduct, act, or omission is prohibited by the Idaho Nonprofit Corporation Act. However, an amendment to the Idaho Nonprofit Corporation Act that places further restrictions on eliminating or limiting the liability of a director or an officer will not affect the liability of a director or an officer for any conduct, act, or omission that occurred before the effective date of the amendment.

The corporation will indemnify to the fullest extent not prohibited by law any current or former director or officer of the corporation who is made, or threatened to be made, a party to an action, a suit, or a proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, a suit, or a proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation. The corporation will pay for or reimburse the reasonable expenses incurred by any such current or former director or officer

in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (a) the person's good-faith belief that the person is entitled to indemnification under this Article and (b) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the corporation's obligation to indemnify any person will have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article will not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents, and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the board of directors, vote of the members, or other document or arrangement.

ARTICLE VIII DISSOLUTION

In the event of the dissolution, liquidation or winding up of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the directors, or person(s) authorized by the directors, shall distribute the remaining assets to the member(s).

DATED: JUNE 16TH, 2011.


James L. Jewett, Incorporator