

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

**ELK CREEK ESTATES IMPROVEMENT ASSOCIATION, INC.**

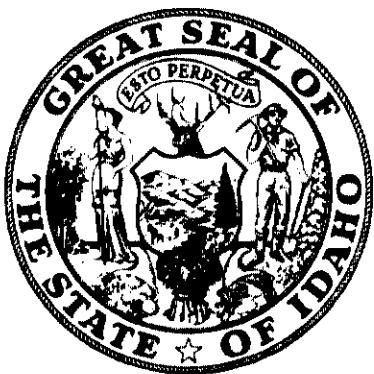
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**ELK CREEK ESTATES IMPROVEMENT 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 28, 19 91.



*Pete Cenarrusa*

SECRETARY OF STATE

*Elizabeth Fabala*

Corporation Clerk

RECEIVED  
SEC. OF STATE

**ARTICLES OF INCORPORATION**

OF

'91 MAY 20 AM 11 30

**ELK CREEK ESTATES IMPROVEMENT ASSOCIATION, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

**ARTICLE I. NAME.**

The name of the Corporation is Elk Creek Estates Improvement Association, Inc.

**ARTICLE II. NONPROFIT STATUS.**

The Corporation is a nonprofit corporation.

**ARTICLE III. PERIOD OF DURATION.**

The period of duration of the Corporation is perpetual.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.**

The location of this Corporation is Island Park, County of Fremont, State of Idaho. The address of the initial registered office is 405 West Whitman, Pocatello, Idaho 83204, and the name of the initial registered agent at this address is Jack H. Robison.

**ARTICLE V. PURPOSES.**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To receive the water system of the Elk Creek Water Company which is currently providing water to those persons living in the Elk Creek Estates, Fremont County, Idaho, and to operate and maintain the system and provide potable drinking water on a not-for-profit basis for the benefit and safety of the association members.

B. Charitable, religious, educational, testing for public safety, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at any time lawfully carry on or do.

#### ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

#### ARTICLE VII. MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any property owner within the service area of the water system may become a member of the Corporation upon payment of the annual fees/dues fixed by the Board of Directors.

## ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the members in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

NAME	ADDRESS
A. Cameron MacKay	130 Appaloosa Pocatello, Idaho 83201
Wynn J. Kraus	58 Purkey Pocatello, Idaho 83201
William T. Siegel	4147 East 465 North Rigby, Idaho 83442
Lyle C. Carson	214 Pearl Pocatello, Idaho 83201
Leon G. Fisher	1807 Hurley Drive Pocatello, Idaho 83201

## ARTICLE IX. MEMBERSHIP DUES/FEES.

The Board of Directors is authorized to fix the amount of membership dues/fees from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

## ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so

distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

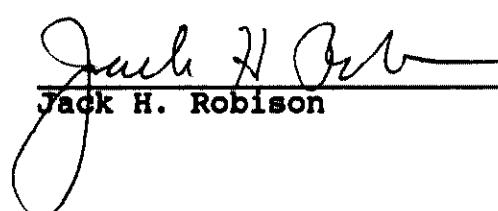
#### ARTICLE XI. INCORPORATOR.

The name and street address of the incorporator is Jack H. Robison, 405 West Whitman, Pocatello, Idaho 83204.

#### ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 24<sup>th</sup> day of May, 1991.

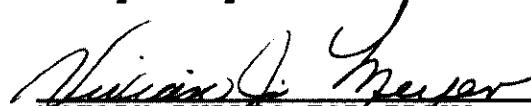
  
\_\_\_\_\_  
Jack H. Robison

STATE OF IDAHO        )  
                          :  
County of Bannock     )

On this 24<sup>th</sup> day of May, 1991, before me, the undersigned, a Notary Public, in and for said State, personally appeared JACK H. ROBISON, known or identified to me to be the person whose name is subscribed to the foregoing 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.

(SEAL)

  
\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO

Residing at Pocatello

My Commission Expires: 3-5-91