

**ARTICLES OF INCORPORATION
OF
WEST LINCOLN WELL COMPANY**

FILED EFFECTIVE

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**SECRETARY OF STATE
STATE OF IDAHO**

The undersigned, acting as an incorporator under the Idaho Non-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the corporation is WEST LINCOLN WELL COMPANY.

ARTICLE TWO: DURATION

The duration of the corporation shall end on December 31, 2010. The purpose of filing these Articles of Incorporation is to reorganize the corporation for the purpose of winding up its business and completing the dissolution of the corporation.

ARTICLE THREE: PURPOSES

The purposes of the corporation include the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Non-Profit Corporation Act, including but not limited to the following:

(a) To own and operate all water rights, wells, pumps, pumping equipment, water mains, water pipes, connections, real property, rights of way, easements, and all other property of every kind and nature used, possessed or in any manner connected with the domestic water system now owned by the corporation, in the following described property:

That certain real property situated in Bonneville County, Idaho, including the addresses commonly known as 2450 Lincoln Road through 2720 Lincoln Road.

**IDAHO SECRETARY OF STATE
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(b) To operate, maintain and regulate the domestic water system now existing on the above-described real property; to make any changes deemed necessary to the existing system; to fix the rules and regulations thereof; and to have complete control, management, and supervision of the existing domestic water system on the above-described real property.

(c) To enter into, make, perform and carry out contracts of every kind and nature, for any and all lawful purposes with any person, firm, Company, corporation, municipality, state, or government, or any subdivision, district or department thereof.

(d) To provide bylaws consistent with the powers herein granted.

(e) To acquire, by purchase, lease, or otherwise, any real or personal property which may be necessary, convenient, or incidental to the accomplishment of the purposes of the Company; to hold such property in the name of the Company; to maintain, finance, improve, construct, own, grant options with respect to, sell, convey, assign, mortgage, and lease, on behalf of the Company, any such real estate or personal property necessary, convenient, or incidental to the accomplishment of the purposes of the Company, including but not limited to the acquisition, holding, and conveyance of easements, rights-of-way, or other servitudes against any such property.

(f) To transfer, convey, and otherwise dispose of surplus property of the corporation, which shall be any property deemed to be no longer of value or benefit to the members in serving the purposes of the corporation.

(g) To do any and all other acts or things: connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinabove enumerated;

calculated directly or indirectly to promote the interests of the corporation; or in carrying on its purposes or the purpose of attaining or furthering any and all other powers which a corporation or a natural person could do or exercise and which now or hereafter may be authorized by law in any part of the United States of America.

Notwithstanding the foregoing, the above-enumerated purposes shall be carried on solely for the purpose of winding up the affairs and business of the Corporation, incidental to its dissolution on or before December 31, 2010. The Corporation shall not be operated for profit, and the purposes for which it is formed are not for profit.

ARTICLE FOUR: MEMBERS

The corporation shall have no capital stock. Rather, it shall have members. The members of the corporation shall be those persons who are the owners of fee simple title to those certain parcels of real property described as follows:

That certain real property situated in Bonneville County, Idaho, including the addresses commonly known as 2450 Lincoln Road through 2720 Lincoln Road.

The owners of each separate parcel of property within that tract which is improved with one or more residential dwellings shall collectively hold one membership in the Company. Each such membership in the corporation shall be appurtenant to each such separate parcel of improved residential property within that tract and cannot be assigned or transferred apart from ownership of that property. Membership in the corporation shall not be subject to the approval of the board of directors or the other members.

Membership in the corporation shall be evidenced by membership certificates issued as provided in the by-laws of the corporation.

The holders of each membership in the Company shall collectively have one vote on any matter under consideration by the membership of the Company at any meeting of the membership. The right to vote shall be exercised only once for each membership on any given question, in whatever manner the holders thereof may determine. Voting by proxy shall be allowed, but proxies shall not be valid beyond a period of eleven (11) months nor binding upon subsequent purchasers of improved residential property in the above-described tract from the grantor of such proxy.

No expulsion of members or cancellation of voting rights shall be permitted. No member, nor any co-holder of any membership interest, shall be personally liable for company debts or obligations.

ARTICLE FIVE: LOCATION

The location and address of the initial registered office of the corporation is 2600 E. Lincoln Road, Idaho Falls, Idaho 83401-1802, and the name of its initial registered agent at that address is Stephanie Braithwaite.

ARTICLE SIX: INCORPORATOR

The name and address of the incorporator are:

NAME

ADDRESS

Stephanie Braithwaite

2600 E. Lincoln Road
Idaho Falls, Idaho, 83401-1802

ARTICLE SEVEN: BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed and controlled by a Board of Directors, each of whom must own a certificate of membership in the corporation. The number of directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Stephanie Braithwaite	2600 E. Lincoln Road Idaho Falls, Idaho, 83401-1802
Erwin Wirkus	2622 E. Lincoln Road Idaho Falls, Idaho, 83401
Billy Manwill	2700 E. Lincoln Road Idaho Falls, Idaho, 83401

The number of directors constituting the Board of Directors from time to time shall be fixed as stated in the Bylaws of the Corporation, provided that the number of directors shall be no greater than nine (9) nor less than three (3).

At the first annual meeting of the directors, one director shall be elected for a term of one additional year, one director for a term of two additional years, and one director for a term of three additional years. At each annual meeting of the members, a successor shall be elected to fill the office of the director whose term expires at that meeting. Each successor shall serve for a term of three years. Other vacancies in the Board of Directors shall be filled by the remaining members of the Board. Persons appointed to fill vacancies in that manner shall hold office until the next annual meeting.

of the members, at which time the members shall elect a successor to fill that position until the end of the term of the original person in whose place they were appointed.

A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE EIGHT: OFFICERS

The Board of Directors shall elect a President, Vice President, and Secretary/Treasurer.

ARTICLE NINE: CHARITABLE RESTRICTIONS

No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its members, trustees, 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 Three 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, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Company shall not carry on any other activities not permitted to be carried on (a) by an entity exempt from federal income tax under Section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an entity, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue

Code, or corresponding section of any future federal tax code.

Upon the termination of the Company, its assets shall be distributed for one or more tax-exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Company is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto set my hand this 24 day of March, 2009.


Stephanie Braithwaite