



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

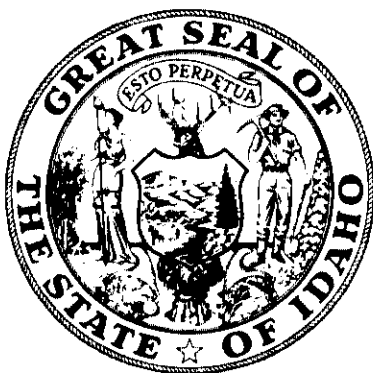
CABINET MOUNTAINS WATER, INC.

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 _____
CABINET MOUNTAINS WATER, 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 December 30, 19 88.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

DUPLICATE
ORIGINAL

30 DEC 30 1985

ARTICLES OF INCORPORATION
FOR
CABINET MOUNTAINS WATER, INC.

We, the undersigned residents of the State of Idaho, being eighteen years or more of age, do hereby associate ourselves together for the purpose of forming a non-profit corporation under the statutes of the State of Idaho.

ARTICLE ONE

NAME

The name of the corporation shall be CABINET MOUNTAINS WATER, INC., and its principal business office shall be 225 Main, P.O. Box 918, Bonners Ferry, County of Boundary, State of Idaho.

ARTICLE TWO

DURATION

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE THREE

PURPOSE CLAUSE

The business and purpose of this corporation shall be the procurement and distribution of domestic water to its members and any lawful purpose and activity associated therewith.

ARTICLE FOUR

NONSTOCK CORPORATION

The coporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof. Membership shall be indicated by membership certificates.

ARTICLE V.

The business of the Corporation shall be managed and conducted by a Board of Directors of not less than one (5) and not more than that which is allowed in the By-Laws. The Boards of Directors shall be elected in the manner set forth in the By-Laws.

In addition to the powers and authority granted to the Directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the Corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the By-Laws.

ARTICLE VI.

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth by the By-Laws.

ARTICLE VII.

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such By-Laws for the corporation as are not inconsistent

with the laws of the State of Idaho and these Articles of Incorporation. Any By-Laws so adopted by the Board of Directors may be amended or repealed by vote of holders or record of a majority of the corporation's membership certificates at any regular membership meeting or at any special membership meeting called for that purpose.

ARTICLE VIII.

The address of the initial registered office of the Corporation is 225 Main Street, Bonners Ferry, Idaho, 83805, and the name of its initial registered agent at such address is Randall W. Day.

ARTICLE IX.

The number of directors constituting the initial Board of Directors of the Corporation is five, and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are:

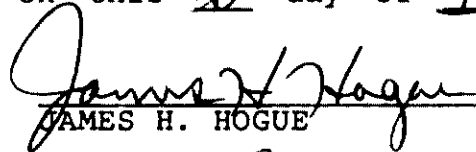
NAME	ADDRESS
James H. Hogue	P.O. Box 78 Naples, ID 83847
Al Amato	HCR 01 Box 225 Naples, ID 83847
John L. Stone	P.O. Box 397 Bonners Ferry, ID 83805
Donald J. Trosset	Rt. 1 Box 529-A4 Bonners Ferry, ID 83805
Elaine Atkins	HCR 01 Box 303 Naples, ID 83847

ARTICLE X.

The name and address of each incorporator is:

James H. Hogue	P.O. Box 78 Naples, ID 83847
Al Amato	HCR 01 Box 225 Naples, ID 83847
John L. Stone	P.O. Box 397 Bonners Ferry, ID 83805
Donald J. Trosset	Rt. 1 Box 529-A4 Bonners Ferry, ID 83805
Elaine Atkins	HCR 01 Box 303 Naples, ID 83847

Executed in duplicate on this 20th day of Dec., 1988.


JAMES H. HOGUE


AL AMATO


JOHN L. STONE


DONALD J. TROSSET


ELAINE ATKINS

STATE OF IDAHO:
County of Boundary: SS

The undersigned notary public, does hereby certify that on this 20th day of Dec., 1988, personally appeared before me, JAMES H. HOGUE, who being by me first duly sworn declares that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Samuel J. Day
Notary Public for State of Idaho
Residing at Bonners Ferry, Idaho
My Comm. Exp.: 7-12-93

STATE OF IDAHO:

ss

County of Boundary:

The undersigned notary public, does hereby certify that on this 20th day of Dec., 1988, personally appeared before me, AL AMATO, who being by me first duly sworn declares that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Samuel J. Day
Notary Public for State of Idaho
Residing at Bonners Ferry, Idaho
My Comm. Exp.: 7-12-93

STATE OF IDAHO:

ss

County of Boundary:

The undersigned notary public, does hereby certify that on this 20th day of DEC., 1988, personally appeared before me, JOHN L. STONE, who being by me first duly sworn declares that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Samuel J. Day
Notary Public for State of Idaho
Residing at Bonners Ferry, Idaho
My Comm. Exp.: 7-12-93

STATE OF IDAHO:

ss

County of Boundary:

The undersigned notary public, does hereby certify that on this 20th day of Dec., 1988, personally appeared before me, DONALD J. TROSSET, who being by me first duly sworn declares that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Sandra J. Cby
Notary Public for State of Idaho
Residing at Bonners Ferry, Idaho
My Comm Exp.: 7-12-93

STATE OF IDAHO:
ss
County of Boundary:

The undersigned notary public, does hereby certify that on this 20th day of Dec, 1988, personally appeared before me, ELAINE ATKINS, who being by me first duly sworn declares that she is the person who signed the foregoing document as incorporator, and that the statments therein contained are true.

Sandra J. Cby
Notary Public for State of Idaho
Residing at Bonners Ferry, Idaho
My Comm Exp.: 7-12-93