



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

AERODROME WATER ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **23rd** day
of **September** A. D. One Thousand Nine Hundred **seventy-five** and
is duly recorded on ^{11 be} ~~Film~~ **Microfilm** of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for

Perpetual Existence from the date hereof, with its registered office in this State located at

Athol, Idaho

in the County of

Kootenai

and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **23rd** day of **September**
A.D., 19 **75**

Secretary of State.

ARTICLES OF INCORPORATION
OF
AERODROME WATER ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being persons of legal age and citizens of the United States, have on this day voluntarily associated ourselves for the purpose of forming a non-stock, cooperative association pursuant to the provisions of Chapter 10, Article 30, of the Idaho Code, and amendments thereto.

ARTICLE I

The name of this association shall be the AERODROME WATER ASSOCIATION, INC.

ARTICLE II

The nature of the business of the Association and the objects and purposes for which, or for any of which, this Association is formed are:

Section 1. To associate its members together for their mutual benefit, and to that end to construct, maintain, and operate a private water system for the supplying of water for domestic, live-stock, and garden purposes for its members, and to engage in any activity related thereto, including, but not limited to, the acquisition of water by appropriation, drilling, pumping, and/or purchase, and the purchase, laying installation, operation, maintenance, and repair of wells, pumping equipment, mains, pipe lines, valves, meters, and all other equipment necessary to the construction, maintenance, and operation of the system.

Section 2. To borrow from any source, money, goods, or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefor in any manner permitted by law.

Section 3. To acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of capital stock or bonds, or become a member or a stockholder of any Corporation or Association engaged in any related activities.

Section 4. To buy, lease, hold, or exercise all privileges of ownership in and to the real or personal property as may be necessary or convenient for the conduct and operation of the business of the Association or incidental thereto.

Section 5. To establish reserves and to invest the funds thereof in stocks, bonds, and other property as the board of directors may deem satisfactory.

Section 6. To levy assessments in such manner and in such amounts as may be provided in the bylaws of this Association.

Section 7. To have and exercise all powers, privileges, and rights conferred on corporations by the laws of the State of Idaho and all powers and rights incidental in carrying out the purposes for which this Association is formed, except such as are inconsistent with the express provisions of the act under which this Association is incorporated.

Section 8. The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this Association by the laws of the State of Idaho, all of which are hereby expressly claimed.

ARTICLE III

The registered office of the Association and its post office address is at Henley Aerodrome, Athol, Idaho, 83801.

ARTICLE IV

The period of existence of this Association shall be perpetual.

ARTICLE V

The private property of the members shall not be subject to payments of Association debts to any extent whatsoever.

ARTICLE VI

Section 1. This Association shall not have capital stock, but its capital shall be represented by Certificates of Membership. Such Certificates shall be issued by the Association under the terms and conditions prescribed in its Bylaws.

Section 2. The membership in this Association shall be of two classes: Full Membership and Associate Membership, the maximum number of memberships of both classes to be prescribed in the Bylaws. Voting power in this Association to be restricted to Full Membership.

Section 3. The membership fees in this Association shall be fixed and determined by its Bylaws.

Section 4. This Association is organized on a nonprofit basis for the mutual benefit of its members and consequently will not have profits from which to pay dividends on its capital. After all expenses of the Association have been paid and reasonable reserves as determined by the board of directors set aside, the net earnings of the Association shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending, and repairing the system and property of the Association, and for such other purposes as the board of directors may determine to be for the best interests of the Association. The said surplus fund or any portion thereof may from time to time at the discretion of the board of directors be distributed to the members as provided in the bylaws.

Section 5. These Articles and/or the Bylaws of this Association may be altered, amended, or new Articles and/or Bylaws adopted at any regular or special meeting of the voting members thereof called for that purpose, by the affirmative vote of two thirds of the members present or voting by proxy at such meeting, provided, that a quorum as specified in the Bylaws or the laws of the State of Idaho be present.

ARTICLE VII

The business of the Association shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall be not less than five nor more than fifteen, and may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. The first Board of Directors shall be elected by the Incorporators at their first organizational meeting, and thereafter be elected, or re-elected at annual, or special meetings called for that purpose, of the persons holding Full Memberships in the Association as provided in the Bylaws.

ARTICLE VIII

The names and addresses of the Incorporators are as follows:

JAMES P. ALLEN	Box 222 Athol, Idaho 83801
WAYNE D. ANDERSON	Box 23, Hayden Lake, Idaho 83835
ROBIN J. ANDERSON	Box 23, Hayden Lake, Idaho 83835
GLADYS E. BUROKER	Henley Aerodrom, Athol, Idaho 83801
WALTER REDFERN	RR 1 Athol, Idaho 83801
VELDA REDFERN	RR 1 Athol, Idaho 83801
NADINE W. HENLEY	Henley Aerodrome, Athol, Idaho 83801
CLAYTON E. HENLEY	Henley Aerodrome, Athol, Idaho 83801

IN WITNESS WHEREOF, we, the Incorporators, have executed this instrument in triplicate on this 15th day of September, 1975.

Walter Redfern
WALTER REDFERN

Velda Redfern
VELDA REDFERN

Nadine W. Henley
NADINE W. HENLEY

Clayton E. Henley
CLAYTON E. HENLEY

James P. Allen
JAMES P. ALLEN

Wayne D. Anderson
WAYNE D. ANDERSON

Robin J. Anderson
ROBIN J. ANDERSON

Gladys E. Buroker
GLADYS E. BUROKER

STATE OF IDAHO

County of Kootenia

On this 15TH day of Sept, 1975, before me,,the undersigned, a Notary Public in and for said State, personally appeared WALTER REDFERN, VELDA REDFERN, NADINE W. HENLEY, CLAYTON E. HENLEY, JAMES P. ALLEN, WAYNE D. ANDERSON, ROBIN J. ANDERSON, GLADYS E. BUROKER, Known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto met my hand of seal the date last above written.

Viggo A. Wood 5/16/77
Notary Public in and for the State
of Idaho, residing at Coeur d'Alene.