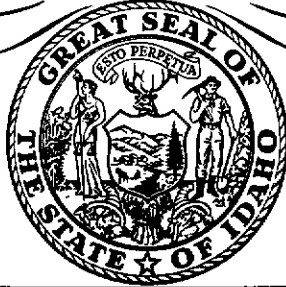


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ~~FRANK W. WILLIAMS~~ **FRANK T. CHAMBERLAIN**, 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

**CARIBOU ACRES WATER COMPANY, INC.**

was filed in the office of the Secretary of State on the **sixth** day of **October** A. D. One Thousand Nine Hundred **seventy-one** and is ~~to be~~ **now** recorded on ~~film~~ **non-profit file** 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 **Pocatello, Idaho** in the County of **Bannock** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative 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 **6th** day of **October**, A.D., **1971**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
CARIBOU ACRES WATER COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under Title 30, Chapter 10, Idaho Code, being citizens of the United States of America and of legal age, and we hereby certify:

I.

The name of said corporation shall be CARIBOU ACRES WATER COMPANY, INC.

II.

The purposes for which the corporation is formed are:

(a) To acquire all water rights, wells, pumps, pumping equipment, water mains, water pipes, connections, real property on which pumps and equipment are located, 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 and situated on the following described property:

North 1/2 of Section 30; SE $\frac{1}{4}$  of Section 19; and NW $\frac{1}{4}$ , Section 29, Township 7 South, all in Range 35, E.B.M., Bannock County, Idaho.

(b) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge, or otherwise dispose of, real and personal property, of every kind and description.

(c) To lend money and to negotiate and make loans for and in behalf of said corporation.

(d) To borrow money, to issue notes, mortgages, and other obligations of the corporation from time to time for any of the objects or purposes of the corporation, and to mortgage, pledge, hypothecate and/or convey in trust any or all of its property to secure the payment thereof.

(e) To negotiate promissory notes, drafts, bills of exchange, and other evidences of debt.

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

(g) To provide for By-Laws of the corporation which shall, along with other provisions deemed necessary by the Board of Directors of the corporation, provide:

1. The number and qualification of members and the terms and conditions of admission, and may be increased only upon reasonable determination that there is adequate water supply and approval of all the members. Membership in this association shall not exceed fifty six (56) members. Of the fifty six (56) members, there shall be included those persons who have purchased or will purchase from Melvin J. Anderson acreages situate within the above described real property. These persons shall be entitled to become members of this association, receive certificate of membership in the association, and enjoy the same rights and privileges of all other members.

2. The time, mode, conditions, and effect of expulsion or withdrawal from and of restoration to membership.

3. The assignment or transfer of the interest of members, the manner of determining the value, if any, of such interest, and the purchase by the association, at its option, of such interest, upon the death, withdrawal or expulsion of a member.

4. Fees for admission, assessments or dues to carry on the business of the association and reimbursement for services rendered and expenses incurred by the association

for its members, the time of payment and manner of collecting amounts due and for forfeiture of the interest of a member in the association for non-payment thereof.

5. Contracting, securing, paying and limiting the indebtedness of the association.

6. For the amendment of the By-Laws, which provision shall provide that the Board of Directors, by unanimous approval, may amend the By-Laws except that provision limiting the number of members, which number may be increased only upon approval of all of the Directors and all of the members.

(h) To operate, maintain, and regulate the domestic water system now existing on the hereinbefore particularly described real property; to enlarge, improve, alter, or make any changes desired to the existing system; to fix the rules and regulations thereof; to make rates to be charged members; to employ all necessary help, and to have complete control, management and supervision of the existing domestic water system on said hereinbefore described property, and any and all additions thereto.

(i) To do any and all other acts or things in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated

or calculated directly or indirectly to promote the interests of the corporation, and in carrying on its purposes or the purpose of attaining or furthering any of its functions; to do any and all acts and things, and to exercise 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.

(j) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in nowise limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers, and no purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

(k) To have the power to do those acts, things and deeds set forth in Section 30-114, Idaho Code, and any and all amendments thereto.

(l) To do all acts and things necessary to carry out the purpose and intent expressed in the above provisions, and each and every necessary, suitable or advisable act or thing, for the accomplishment thereof.

III.

The existence of this corporation shall be perpetual.

IV.

The county in the State of Idaho where the principal office for the transaction of business of this corporation is to be located is Bannock County, and that its principal place of business shall be Pocatello, Bannock County, Idaho.

V.

The corporation shall be non-stock and no dividends or pecuniary profits shall be declared to the members thereof.

VI.

The rights and interest of all members shall be equal, and no member can have or acquire a greater interest therein than any other member. The corporation shall not issue any stock but shall issue membership certificates to each member thereof, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation without the approval of the corporation's Board of Directors. Notwithstanding the foregoing, upon the transfer of legal title to a parcel of real property by a member of this association and upon reasonable proof thereof submitted to the Board of Directors, the Board of Directors shall pass resolution transferring membership certificate to the transferee.

VII.

The number of directors shall be five (5), who must hold a certificate of membership in said corporation, and the names and addresses of the persons who are appointed to act as the first directors and to hold office until the selection and qualifications of their successors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Melvin J. Anderson	Inkom, Idaho
Richard Browning	Mink Creek Road
	Pocatello, Idaho
James E. Tullis	Mink Creek Road
	Pocatello, Idaho
Edward L. Gordon	Mink Creek Road
	Pocatello, Idaho
Neil Gardner	Mink Creek Road
	Pocatello, Idaho

VIII.

There shall be one vote for each certificate held in the corporation.

IX.

At the first meeting of the members, two directors shall be elected for a term of one year, two directors for a term of two years, and one director for a term of three years; and vacancies in the Board of Directors shall be filled by the remaining members of the Board to hold office until his successor is duly elected and qualified. The certificate holders of said corporation



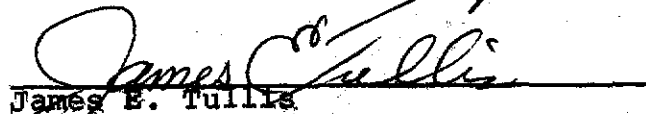
may elect his successor at the next annual meeting of the certificate holders, or at any special meeting duly called for that purpose and held prior thereto. A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

The Board of Directors shall select a President, Vice-President, and a Secretary and Treasurer. The Secretary and Treasurer may be one person.

IN WITNESS WHEREOF, We have hereunto set our hands this 4 day of October, 1971.

  
Melvin J. Anderson

  
Richard Browning

  
James E. Tullis

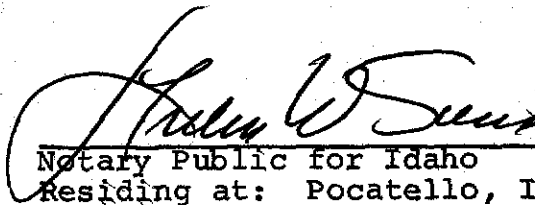
  
Edward L. Gordon

  
Neil Gardner

STATE OF IDAHO       )  
                                  ss  
County of Bannock    )

On this 4 day of October, 1971, before  
me, a Notary Public in and for said County and State,  
personally appeared Melvin J. Anderson, Richard Browning,  
James E. Tullis, Edward L. Gordon, and Neil Gardner, 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 set my hand and  
affixed my official seal the day and year in this certificate  
first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Pocatello, Idaho