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Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SCHWEITZER WATERWORKS, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: November 8, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
SCHWEITZER WATERWORKS, INC.

RECEIVED
SEC. OF STATE

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The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is "SCHWEITZER WATERWORKS, INC."

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized, is to own, manage, and operate water systems and networks and to transact all lawful businesses and business activities with respect to owning, managing, and operating said water systems and to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares, with a par value of \$1.00 per share.

FIFTH: There are no provisions denying preemptive rights.

SIXTH: The internal affairs of the corporation shall be governed by a duly adopted Code of Bylaws which shall be consistent with these Articles of Incorporation and the laws of the State of Idaho.

SEVENTH: The address of the initial registered office of the corporation is 218 Cedar Street, Sandpoint, Idaho 83864 and the name of the registered agent at such address is Pierre Huguenin.

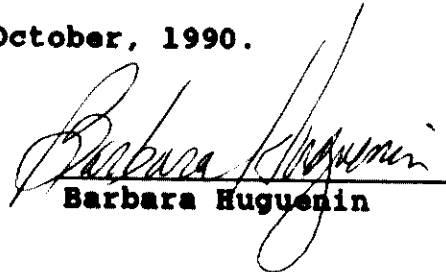
EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is four (4), and the names and addresses of the persons who will serve as directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify, are:

NAME	ADDRESS
Barbara Huguenin	218 Cedar Street Sandpoint, Idaho 83864
Pierre Huguenin	218 Cedar Street Sandpoint, Idaho 83864
Jacqueline Gran	218 Cedar Street Sandpoint, Idaho 83864
Jens Gran	218 Cedar Street Sandpoint, Idaho 83864

NINTH: The name and address of the incorporator of this corporation is:

Barbara Huguenin
218 Cedar Street
Sandpoint, Idaho 83864

DATED this 31st day of October, 1990.


Barbara Huguenin