



Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES 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

YELLOW PINE WATER USERS ASSOCIATION, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the *9th* day of *September*, 19 *76*,

original articles of amendment, as provided by Sections *30-146 and 30-147, Idaho Code, amending Arts. III, VI, VII, VIII, IX, X and renumbering Arts. XI through XIX, including amendment of Arts. XII, XIII, XIV, XVI, XVII, XIX and XX*

and that the said articles of amendment contain the statement of facts required by law, and are ~~to be~~ recorded on ~~Film No.~~ *microfilm* of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 *9th* day of *September*, A. D., 19*76*.

Secretary of State

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FIRST AMENDED
ARTICLES OF INCORPORATION
OF
YELLOW PINE WATER USERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being five or more natural persons, of lawful age, all of whom are citizens of the United States of America, do hereby adopt the following Articles of Incorporation, representing beforehand to the Secretary of State of the State of Idaho and all persons whom it may concern, that such corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes, and no part of the net earnings thereof shall inure to the benefit of any member or other individual, in general conformity with Chapter 1, Title 30, particularly with Section 30-117A, Idaho Code, and amendments thereto, and

ARTICLE I

The name of this corporation shall be "YELLOW PINE WATER USERS ASSOCIATION, INC."

ARTICLE II

The period of duration of said corporation shall be perpetual.

ARTICLE III

SECTION ONE. In general the purposes for which the corporation is organized are as follows:

- (a) General Purpose. To engage in and to conduct a general domestic and commercial water supply system in the area of Yellow Pine, Valley County, State of Idaho; and in such other places and areas as the Board of Directors and members may provide, and to use all types of

1 material necessary for such purposes, all without limitation as to kind
2 or nature, including new sites for sources of water; all types and kinds
3 of storage tanks, piping, water lines, franchises for the same, and all
4 matters incidental thereto.

5 (b) Ancillary Purposes. To do everything necessary, proper,
6 advisable, or convenient for the accomplishment of the purposes herein-
7 above set forth and incidental thereto or connected thereto which are
8 not forbidden by law; to buy, sell, mortgage, hypothecate, transfer,
9 exchange, pledge, lease, rent, or otherwise deal in real and personal
10 property of all kinds and nature; and to do any other and further act
11 and thing or business under said corporate name which it may be
12 authorized to do from time to time by special vote of the members or
13 order and direction of the Board of Directors including the power to sue
14 or be sued, complain and defend in its corporate name; it being the
15 intent and purpose of this corporation not to limit the acts which may
16 be done by this corporation under the laws of the State of Idaho.

17 SECTION TWO. Statutory Powers. Subject to any specific written
18 limitations or restrictions imposed by law, or these Articles of Incorporation,
19 and solely in furtherance of, but not in addition to, the limited purposes
20 set forth in Section One of this Article, the corporation shall have and
21 exercise all powers specified pursuant to Chapter 1, Title 30, Idaho Code
22 and amendments thereto, except as these powers may be in conflict with
23 Section 30-117A, Idaho Code, in which case the provisions of the latter
24 control.

25 SECTION THREE. Limitations. The statement of purpose as set
26 forth in Section One of this Article shall be construed as a statement of
27 both purpose and power, and the purposes and powers stated shall be
28 in no wise limited or restricted by reference to or inference from the

1 terms or provisions of any other clause.

2 ARTICLE IV

3 The corporation shall not engage in business with a view to making
4 profits, directly or indirectly, and does not contemplate a distribution
5 of gain, profits or dividends to the members.

6 ARTICLE V

7 The post office address and principal place of business of the
8 corporation, subject to revision in the By-Laws, shall be Yellow Pine,
9 Idaho.

10 ARTICLE VI

11 This corporation is a nonprofit organization. All property of this
12 corporation is irrevocably dedicated to the purposes set forth in these
13 Articles and in the event of dissolution of this corporation, or in the
14 event it should cease to carry out its purposes herein set forth, no member,
15 director, officer or individual shall be entitled to the remaining assets,
16 property or proceeds, and the balance of all property and assets of the
17 corporation from any source, after payment of all debts and obligations
18 of the corporation, shall be used or distributed to a charitable corporation
19 or other non-profit organization as may be selected by the Board of
20 Directors of this corporation, exclusively for purposes within the intent
21 of Section 501(c) of the Internal Revenue Code of 1954 as amended.

22 ARTICLE VII

23 The total authorized capital stock of the corporation shall be divided
24 into 150 shares, all of which shall be common stock with a par value of
25 \$100.00 per share, the total aggregate par value of the shares of stock
26 shall be \$15,000.00.

27 ARTICLE VIII

28 There may be sold one share for each lot in the area indicated in

1 outline on the attached map "Exhibit A" and described approximately as
2 follows:

3 The Original Yellow Pine Townsite, the Hillside
4 Subdivision, the Riverside Subdivision, the School
5 Addition, the Abstein Subdivision, and the following
6 parcels, to-wit:

6 (1) The parcel west of the Original Yellow Pine
7 Townsite and south of the Riverside Subdivision and
8 north of the School Addition, with its westerly boundary
9 on a line extending north and south between the west-
10 erly boundaries of the Riverside Subdivision and the
11 School Addition; and

9 (2) The lot on which the school house is
10 situated, which lot is south of the School Addition;

11 (3) The lot east of the school house lot and
12 west of Main Street, just south of the School Addition;

12 (4) The parcels immediately north of the Original
13 Yellow Pine Townsite and east of the Riverside Subdi-
14 vision and west of the Hillside Subdivision, with its
15 northerly boundary on a line extending east and west
16 between the north boundaries of the Riverside Subdi-
17 vision and the Hillside Subdivision.

16 This described area shall be the water service area of the corporation.

17 ARTICLE IX.

18 There shall be one vote per share of stock outstanding. No share
19 shall be separated or severed from the lot to which it is appurtenant or
20 sold or transferred separate and apart from said lot. The shares in
21 this association shall be assessable to the shareholders thereof, as may
22 be provided in the By-Laws; and assessments and charges of the Cor-
23 poration shall be made as to each lot. Such shareholders shall be
24 personally liable for the assessment of the fees, as may be provided by
25 the By-Laws of the corporation and in the event of the failure of a share-
26 holder to pay assessments or charges, the corporation may suspend water
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1 service to such property during the time any assessment or charge is
2 unpaid following the due date thereof. Upon payment of any delinquent
3 assessment or charge, together with a reasonable charge for terminating
4 and restoring service, water service must be promptly restored.

5 ARTICLE X

6 Water service shall be made available to all lots in the water
7 service area of the corporation upon such terms and conditions and upon
8 payment of such charges as the Board of Directors may specify.

9 ARTICLE XI

10 Unpaid assessment or charges, including reasonable charges for
11 terminating and restoring service if service has been terminated, must
12 be paid by a transferee of a membership or a member acquiring another
13 lot or lots and unless so paid, service may be suspended or if suspended,
14 such suspension shall continue as above provided.

15 ARTICLE XII

16 Voting rights and continuation thereof shall be dependent upon the
17 ownership of the lot(s) within the service area of the corporation; and
18 there can be no cancellation of voting rights of any shareholder so long
19 as he has paid the par value of the stock and all assessments thereon.

20 ARTICLE XIII

21 Voting may be by proxy in writing, dated and signed by a share-
22 holder; provided, however, no such proxy shall be valid beyond eleven
23 (11) months after its execution, nor binding upon a transferee of a lot
24 or lots served by the system or systems from the person executing such
25 proxy.

26 ARTICLE XIV

27 The owners of each lot in the water service area of the corporation
28 may at any time buy one share for each lot and shall then be entitled to

1 vote and to share in the property of the Corporation with the old share-
2 holders in accordance with these Articles and the By-Laws of the Corpora-
3 tion. Shares shall be sold at par value plus assessments levied at any
4 time within the year next before the time at which he buys the share.
5 At any time any shareholder may surrender his share back to the
6 Corporation without cost or remuneration.

7 ARTICLE XV

8 Nothing in these Articles shall be construed as restricting the
9 ownership of the lot or lots and no provision shall be made in the By-
10 Laws of the corporation which shall so restrict ownership.

11 ARTICLE XVI

12 By-Laws not inconsistent with the Articles of Incorporation may
13 be adopted, altered, amended or repealed at any regular meeting of the
14 shareholders or any special meeting of the shareholders of the corporation
15 called for that purpose, by the affirmative vote of two-thirds (2/3) of
16 the shareholders present at such meeting, provided, however, a quorum,
17 which shall be as set forth in the By-Laws, shall be present through
18 shareholders and proxy.

19 ARTICLE XVII

20 The business of this association shall be managed by a Board of
21 Directors of not less than three nor more than five directors, the number,
22 qualification, terms of office, manner of election, powers and duties of
23 such directors shall be such as may be prescribed by law, these
24 articles and such By-Laws as may from time to time be in force.

25 ARTICLE XVIII

26 The names and post office address of the incorporators, who
27 shall also serve as the Board of Directors until the selection of their
28 successors are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
E. F. Kissinger	Route #1 Eagle, Idaho 83616
Iva Mae Kissinger	Route #1 Eagle, Idaho 83716
Betty Lou Bonadiman	3680 West Ustick Road Meridian, Idaho 83642
Claudine Bartholomew	7590 Highland Valley Road Boise, Idaho 83706
R. E. Moore	Yellow Pine, Idaho 83677

ARTICLE XIX

The private property of the shareholders of this corporation shall not be subject to payment of any of the debts or other obligations of this corporation.

ARTICLE XX

The corporation reserves the right to amend, alter, change or repeal any of the provisions of these Articles of Incorporation in such manner or form as may be now, or hereafter, prescribed by statute, and all rights conferred upon shareholders are granted subject to this revision.

DATED This 7th day of September, 1976.

E. F. Kissinger
E. F. Kissinger

Iva Mae Kissinger
Iva Mae Kissinger

Betty Lou Bonadiman
Betty Lou Bonadiman

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Claudine Bartholomew
Claudine Bartholomew

R. E. Moore
R. E. Moore

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STATE OF IDAHO,)
 : ss.
County of Ada.)

On this 7th day of September, 1976, before me, the undersigned, a Notary Public for said State, personally appeared E. F. KISSINGER, IVA MAE KISSINGER, BETTY LOU BONADIMAN and R. E. MOORE, known to me to be the persons whose names are subscribed to the within and 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.

Claudine Bartholomew
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO,)
 : ss.
County of Ada.)

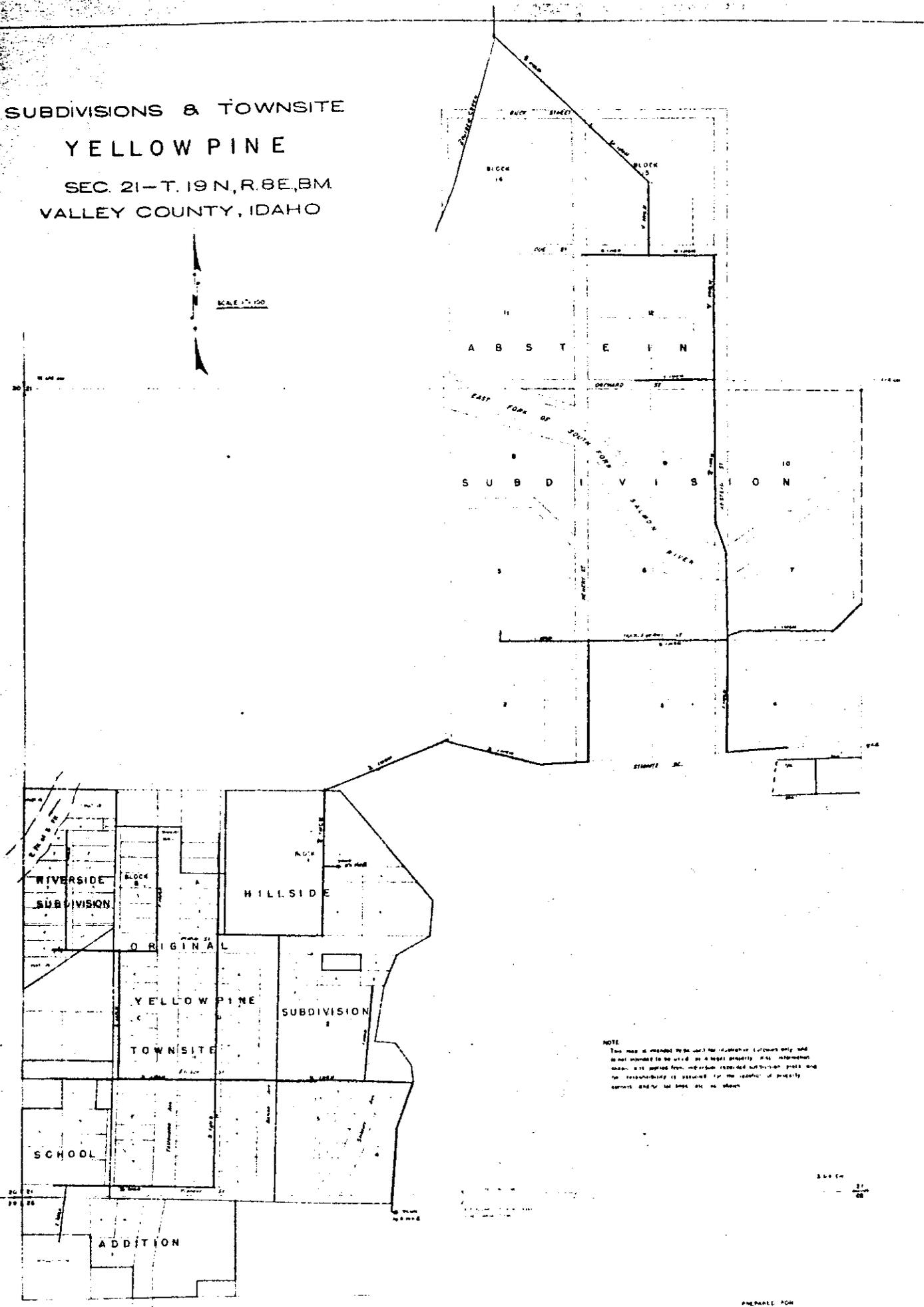
On this 8th day of September, 1976, before me, the undersigned, a Notary Public for said State, personally appeared CLAUDINE BARTHOLOMEW, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

William E. Engel
Notary Public for Idaho
Residing at Boise, Idaho

SUBDIVISIONS & TOWNSITE
YELLOW PINE
 SEC. 21-T. 19 N, R. 8 E, BM.
 VALLEY COUNTY, IDAHO

SCALE 1"=100'



NOTE
 This map is intended for use as a reference only and is not intended to be used as a legal property title instrument. It is not to be used as a legal title instrument and no responsibility is assumed for the accuracy of property corners and/or lot lines on this sheet.

PREPARED FOR
E. F. KISSINGER
 Yellow Pine, Idaho
 BY
CHRONIC & ASSOCIATES
 Consulting Engineers
 Boise, Idaho