

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, **GEO. H. CURTIS**, 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

ROSS POINT WATER ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **Twenty-third** day of **December** A. D. **One Thousand Nine Hundred Forty-four** and is duly recorded in ~~Book~~ ^{on Film Roll} No. **4** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103 and Sections 29-1001 to 29-1005, inclusive, Idaho Code, Annotated.

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 **Fifty (50) years** from the date hereof, with its registered office in this State located at **Post Falls** in the County of **Kootenai** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations, as provided in Chapter 10, Title 29, Idaho Code, Annotated.

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 **Twenty-third** day of **December**, in the year of our Lord one thousand nine hundred **Forty-four**, and of the Independence of the United States of America the One Hundred **Sixty-ninth**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
ROSS POINT WATER ASSOCIATION, INC.

We, the undersigned, all of whom are residents of Kootenai County, State of Idaho, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative association under the provisions of Chapter 10, Title 29, Idaho Code Annotated, and amendments thereto.

ARTICLE I

The name of this association shall be the Ross Point 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:

- a. To associate its members together for their mutual benefit and to further the rehabilitation of said members, and to that end to construct, maintain and operate a private water system for the supplying of water for domestic, livestock and garden purposes to 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, water mains, pipe lines, valves, meters and all other equipment necessary to the construction, maintenance and operation of a water system.
- b. 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.
- c. To buy, lease, hold and 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.
- d. 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.

- e. To establish reserves and to invest the funds thereof in stocks, bonds and other property as the board of directors may deem satisfactory.
- f. To levy assessments in such manner and in such amount as may be provided in the by-laws of this association, and to provide for the manner of collection of assessments for water furnished its members and the manner of enforcement thereof.
- g. 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.
- h. 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 place where the principal business of the association is to be transacted is the Village of Post Falls, County of Kootenai, State of Idaho, but the association may maintain offices and places of business at such other places within the State of Idaho as the board of directors may determine.

ARTICLE IV

The period of existence of this association shall be fifty (50) years.

ARTICLE V

The private property of the members shall not be subject to payment of association debts to any extent whatever.

ARTICLE VI

Section 1. This association shall not have capital stock, but its capital shall be represented by membership certificates which shall be issued and shall be recorded as belonging to the tract of land for which the use is to be made and shall belong to and pass with the land and shall not be subject to ownership in any other manner.

Section 2. This association shall by its laws provide the terms and conditions upon which members shall be admitted, and such membership shall be confined to the bona fide occupants of irrigated land within the boundaries of Post Falls Irrigation District as the same existed November 1st 1944, unless the boundaries within which water shall be delivered is changed by a two thirds vote of the members at a regular annual meeting, but the association shall not be required to admit new members if the capacity of its plant is already applied for or in use.

Section 3. Membership fees shall be fixed and regulated by the laws. Each member whose fees are fully paid and who is in good standing and not in arrears for water service shall be entitled to one and only one vote at any meeting of the members of the association. There shall be no voting by proxy. Assessments against members and a determination of their liability shall be fixed by the laws of the association which shall provide for the manner of collection and its enforcement and also for the lapse of membership and forfeiture of the right to the use of water for non-payment of water service or non-user.

Section 4. This association is organized on a non-profit basis for the mutual benefit and rehabilitation of its members, and will not have profits. All fees received for admission of members shall be placed in the Surplus Fund to be used only for the payment of indebtedness, repairs, rebuilding and maintenance. After all expenses of the association are paid each year, and reasonable reserves as determined by the Board of Directors set aside, the net earnings of the association shall be used to reduce the charges for the next years operation.

ARTICLE VII

The number of directors shall be five and the names and addresses of those who are to serve as incorporating directors for the first term and until their successors are elected and qualify are:-

NAME	ADDRESS	
A. F. Black	Post Falls	Idaho
Herbert W. Laird	Post Falls	Idaho
Henry Schatz	Post Falls	Idaho
Benjamin Morehouse	Post Falls	Idaho
E.L.Brugger	Post Falls	Idaho

IN WITNESS WHEREOF, we, the incorporators, and named herein as the first board of directors, have set our hands and seals this 6th day of December, 1944.

Edna J. ... (SEAL)
Herbert W. Laird (SEAL)
Henry Schatz (SEAL)
Ben Morehouse (SEAL)
A. F. Black (SEAL)

STATE OF IDAHO)
 County of Kootenai) ss

BE IT REMEMBERED, that on this _____ day of _____, 1944, personally appeared before me, a Notary Public in and for the State of Idaho, all of the parties to the foregoing Articles of Incorporation, known to me personally to be such and severally acknowledged said Articles of Incorporation to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year abovesaid.

Notary Public for the State of Idaho, residing at Coeur d'Alene. My Commission expires _____

STATE OF IDAHO,)
County of Kootenai, 0) ss.

On this 6th day of December, A.D. 1944, before me, the undersigned Notary Public, personally appeared A.F.Black, Herbert W. Laird, Henry Schatz, Benjamin Morehouse and E.L.Brugger, 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.

E. T. Anderson
Notary Public for the State
of Idaho, residing at Coeur
'dAlene Idaho. My Commission
expires Aug. 20 - 1948