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SECRETARY OF STATE
STATE OF IDAHO

Articles of Incorporation
of
**TRICOUNTY WASTEWATER
MANAGEMENT, INC.**

Prepared by:
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ARTICLES OF INCORPORATION
OF
TRICOUNTY WASTEWATER MANAGEMENT, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I Name

The name of the Corporation is TRICOUNTY WASTEWATER MANAGEMENT, INC.

Article II Nonprofit Status

The Corporation is a nonprofit corporation.

Article III Period of Duration

The period of duration of the Corporation is perpetual.

Article IV Registered Office and Agent

The location of the Corporation is in the City of Clark Fork, County of Bonner, and in the State of Idaho. The address of the initial registered office is Milepost 60, Highway 200, Clark Fork, Idaho, and the name of the initial registered agent at this address is Homer O'Bier.

Article V Purposes

The purposes for which the Corporation is organized and will be operated are as follows:

A. To provide management services for members substantially at cost for small or subsurface wastewater flow systems which include but not limited to: large soil absorption systems, extended treatment or experimental systems, clustered systems or other complex systems within the counties of Boundary, Bonner and Kootenai in the State of Idaho.

B. Activities allowed by a "like organization" within the meaning of Section 501(c)(12) of the Internal Revenue Code of 1986, as amended from time to time.

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C. To exercise all powers granted by law necessary and property to carry out the foregoing purposes. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article VI Limitations

The income of the Corporation must be used solely to cover losses and expenses of the Corporation and any excess must be returned to the members or retained for future losses and expenses.

Article VII Members

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. The qualifications of the members, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments as well as the method of collection of dues and assessments shall be set forth in the Bylaws of the Corporation.

Article VIII Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, all but one of the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation. One position of the Board of Directors, who shall serve as Chairman of the Board of Directors, shall not be elected by the members but shall be appointed in a manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
HOMER O'BIER	P.O. Box 497, Clark Fork, ID 83811;
JAMES E. WHITE	300 Stephen Street, Clark Fork, ID 83811; and
DAWN ST. CLAIR	P.O. Box 497, Clark Fork, ID 83811.

Article IX Restriction on Dissolution

The Corporation shall not be dissolved unless the services provided by the Corporation have become obsolete due to the connection of the members' wastewater systems to a municipal wastewater treatment facility or the Corporation merges with another nonprofit corporation that provides like management services and has been approved by the Idaho Department of Health.

Article X Distribution on Dissolution

Upon dissolution of the Corporation under the circumstances listed in Article IX, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, the requirements of the Idaho Department of Health and the requirements of the Internal Revenue Code of 1986, as amended.

Article XI Support of Corporate Operations by Incorporator

The Incorporator shall contribute to the operation and maintenance of the Corporation for a period of three (3) years or until such time the corporation has at least fifty (50) members, whichever is less.

Article XII Incorporator

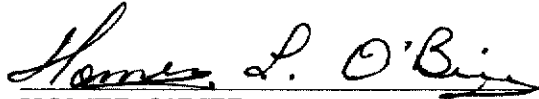
The name and street address of the incorporator is HOMER O'BIER, Milepost 60, Highway 200, Clark Fork, Idaho 83811.

Article XIII Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation

shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

These Articles of Incorporation of TRICOUNTY WASTEWATER MANAGEMENT, INC. shall be and are hereby adopted on this 23 day of June, in the year 1997


HOMER O'BIER
Incorporator