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ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF

LAKEMOOR WATER ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME: The name of the corporation shall be Lakemoor Water Association, Inc. This corporation is a nonprofit corporation.

ARTICLE 2. DURATION: The duration of this corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS: The purposes for which the corporation is organized are to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and any other activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. Without limiting the foregoing, it is expressly provided hereby that:

- (a) The corporation may exercise all of the powers and privileges and perform all of the duties and obligations of the corporation as set forth in Article V of the Master Declaration of Covenants, Conditions and Restrictions of Lakemoor Subdivision (hereinafter "Declaration") recorded in the Office of the Ada County Recorder as Instrument No. 108057338, as the same may be amended or supplemented from time to time as therein provided, said Declaration being incorporated herein as if set out at length.
- (b) The corporation may establish, levy, collect and enforce payment by any lawful means against its members, all charges or assessments, periodic or special, authorized to be made under the Declaration or any supplement or amendment thereto or under any other recorded covenants;
- (c) Acquire, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the business affairs of the corporation;
- (d) Borrow money, mortgage, pledge, deed in trust or hypothecate any or all of the real or personal property owned by the corporation as security for money borrowed or debts incurred; and
- (e) Dedicate, sell or transfer any part of the irrigation water supply system and any other real or personal property owned by the corporation to any public agency, authority

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or utility or any private person or entity.

ARTICLE 4. MEMBERSHIP: The Declarant, as defined in the Declaration, for so long as Declarant owns any real property to which the irrigation water supply system provides a supply of irrigation water, and any incorporated or unincorporated association in which membership is based upon owning or possessing an interest in real property and that has been identified as being a member of the corporation in the Declaration or any amendment or supplement thereto or any other recorded covenants, shall be members of the corporation. Membership shall be established exclusively as described herein and may not be transferred, assigned or in any manner relinquished without the unanimous prior written consent of the Board of Directors of the corporation.

ARTICLE 5. VOTING RIGHTS: The corporation shall have two classes of membership.

Class A: Class A members shall be all incorporated or unincorporated associations identified as being members in the Declaration or any supplement or amendment thereto or any other recorded covenants. The Class A members shall be non-voting members of the corporation until such time as voting rights of the Class B members expire as provided in subsection B, below. Upon the Class A members becoming entitled to voting rights, each Class A member shall be entitled to one vote which vote shall be exercised as determined by the board of directors or other governing body thereof.

Class B: Class B member(s) shall be the Declarant and its successors and assigns as set forth in the Declaration. Each Class B member, if there be more than one (1) such Class B member, shall be entitled to one (1) vote. The Class B membership shall be converted to Class A membership on the happening of either of the following events, whichever occurs first:

A. When the Class B member shall give written notice of its relinquishment of Class B membership; or

B. When the Declarant (and its successors and assigns as set forth in the Declaration), no longer own any real property to which the irrigation water supply system provides a supply of irrigation water.

ARTICLE 6. REGISTERED OFFICE AND AGENT: The address of the initial registered office of this corporation is 250 S. Beechwood, Suite 120, Boise, Idaho 83709, and the name of its initial registered agent at such address is Dennis M. Baker.

ARTICLE 7. DIRECTORS: The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify, or unless they resign or are removed, are:

Dennis M. Baker	250 S. Beechwood, Suite 120 Boise, Idaho 83709
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Daniel A. Torfin	250 S. Beechwood, Suite 120
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Boise, Idaho 83709

David E. Sells

250 S. Beechwood, Suite 120
Boise, Idaho 83709

ARTICLE 8. INCORPORATOR: The name and address of the incorporator are as follows:

Stephen A. Bradbury

1015 W. Hays Street, Boise, ID 83702

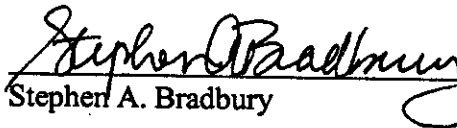
ARTICLE 9. AMENDMENT OF ARTICLES: These Articles may not be amended without at least 66-2/3% of the membership votes being cast in support of such amendment.

ARTICLE 10. BYLAWS: The Board of Directors shall have the right to make and amend Bylaws for the corporation, not inconsistent with any existing law and not inconsistent with these Articles or the Declaration, for the government of the affairs of the corporation and the management of its assets.

ARTICLE 11. DISSOLUTION: Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be dedicated to a public body or conveyed to a nonprofit organization with similar purposes.

ARTICLE 12. LIMITATION OF LIABILITY: A director of this corporation shall not be personally liable to this corporation or its members or any other person for any action taken or not taken as a director if the director acted in compliance with Idaho Code § 30-3-80. If the Idaho Nonprofit Corporation Act (the "Act") is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article 12 by the members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

EXECUTED this 29th day of October, 2008, by the undersigned incorporator.


Stephen A. Bradbury