

FILED

**ARTICLES OF INCORPORATION
OF
IDAHO WASTEWATER TREATMENT SERVICES, INC.**

ARTICLE I

The name of the corporation is Idaho Wastewater Treatment Services, Inc.

ARTICLE II

The corporation is a nonprofit corporation.

ARTICLE III

The duration of the corporation is perpetual.

ARTICLE IV

The Corporation is organized only for the following purposes, and no others:

A. To inspect and maintain wastewater treatment systems manufactured by Bio-Microbics, Inc. and installed in the State of Idaho and owned by Members of the Corporation.

B. To do all lawful things necessary for the continued inspection and maintenance of wastewater treatment systems manufactured by Bio-Microbics, Inc. and installed in the State of Idaho and owned by Members of the Corporation.

C. To do all things necessary to be permitted to be done by a nonprofit organization under the laws of the State of Idaho, so long as the purpose is to carry out the necessary functions of the Corporation which includes the ability to enter into contracts and agreements for the inspection and maintenance of the treatment systems, to bring and defend actions, to collect assessments for the continued maintenance and operation of the Corporation and the wastewater treatment systems manufactured by Bio-Microbics, Inc. and installed in the State of Idaho and owned by members of the Corporation, and to impose liens and suspend services for nonpayment of assessments.

ARTICLE V

The Corporation shall have Members. There shall be no stock issued and no dividends or pecuniary profits or income shall be ~~distributed~~ or distributed to the Members. Each Member shall be issued Certificates of Membership in the form of a Member Agreement that is required to be signed by each Member.

Membership shall be restricted to and must be granted to only those individuals, sole proprietorships, corporations, general or limited partnerships, family partnerships, limited liability companies, or other entities or associations which:

A. own improved real estate in the State of Idaho on which exists an operational wastewater treatment system manufactured by Bio-Microbics, Inc. and

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FEB 20 2000

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- B. who signs and records a Member Agreement substantially in the form as set out on Exhibit A which is attached hereto.

Each Member shall have one vote and be entitled to only one membership and only one Certificate of Membership in the Corporation for each wastewater treatment system the Member owns that was manufactured by Bio-Microbics, Inc., notwithstanding that one or more individuals or entities may comprise the ownership of the property on which the treatment system is installed. The phrase "treatment system" when used throughout these Articles of Incorporation, Bylaws and Agreements shall mean only those wastewater treatment systems manufactured by Bio-Microbics, Inc. and which are installed in the State of Idaho and owned by Members of the Corporation. A treatment system will be considered to be one singular treatment system for each permit that is required for the particular location in which it is installed notwithstanding the number of modules in the system. The Corporation shall have the power to assess a management, service and maintenance fee (hereinafter collectively referred to as "assessment") and the payment of all current and past due assessments shall be a prerequisite to voting at any meetings of the Members. No expulsion of Members or cancellation of voting rights is permitted, except in the event the treatment system is disconnected or is removed from the Member's property. Membership and voting rights in this Corporation shall be appurtenant to the property described in each Member Agreement, and no membership or Certificates of Membership shall be separated or severed from the land to which it is appurtenant or sold or transferred separate and apart from said land, and the ownership of land shall be determinative of the right to exercise the powers of membership in this Corporation, and such membership and voting right shall pass and inure to the benefit of any person who shall become the owner of any property and system described in the Member Agreement. Members shall notify the Corporation of the name of any new owner upon the transfer of the Members property. Membership in this association shall be assessable to the Members thereof, as may be provided in the Bylaws; and such Members shall be personally liable for the assessments of fees, as may be provided by the Bylaws of the corporation. New Members shall be admitted and shall be entitled to vote and share in the property of the association with the old Members in accordance with the general rules of membership. Unpaid fees shall be deemed to be a lien against the individual or property for which assessments have not been paid.

ARTICLE VI

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for all of the liabilities of the corporation, dispose of all the assets of the corporation by transferring the same to such organization or organizations organized and operated as nonprofit organizations for purposes similar to the purposes of Idaho Wastewater Treatment Systems, Inc. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organization, as said court shall determine, which are organized and operated exclusively for such purposes. Dissolution shall be limited to connection to a municipal waste water treatment facility or merger with another approved, non-profit corporation having management capability.

Members shall not be authorized to vote the corporation out of existence without the approval of the Idaho Department of Health and Welfare.

ARTICLE VII

The name and address of its initial registered office in the State of Idaho is: Don Seehusen, Northwest Milling Company, 940 River Park Lane, Boise, Idaho 83706.

ARTICLE VIII

Each Member of the corporation shall also be a Director. The number of Directors constituting the initial Board of Directors is three and the name and address of the initial Board of Directors is as follows:

1. Robert J. Rebori
8271 Melrose Drive
Lenexa, Kansas 66215
2. Paul Flynn
8271 Melrose Drive
Lenexa, Kansas 66215
3. Raymond Peat
8271 Melrose Drive
Lenexa, Kansas 66215

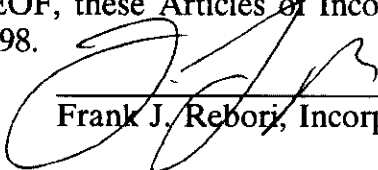
The Bylaws and Articles of Incorporation may be altered, amended, restated or repealed and new Bylaws or Articles may be adopted at any Annual Meeting of the Board of Directors or Members or at any Special Meeting of the Board of Directors or Members called for that purpose, provided, however, that any material changes that effect any of the twenty-five requirements set forth in the Technical Guidance Manual of the Idaho Department of Health and Welfare, Division of Environmental Quality, shall be subject to approval by the local Idaho District Health Department in order to ensure that the proposed changes are not contradictory to the overall goal of providing perpetual operation and maintenance for the treatment systems owned by the Members of the Corporation.

The Corporation will indemnify any director, officer, employee or agent of the Corporation in accordance with Idaho Statue 30-3~~33~~ as currently enacted.

ARTICLE IX

The name and street address of the incorporator is Frank J. Rebori, 4420 Madison, Kansas City, Missouri 64111.

16th IN WITNESS WHEREOF, these Articles of Incorporation have been signed this
day of November 1998.



Frank J. Rebori, Incorporator