

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

MID-WAY WATER CO., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of MID-WAY WATER CO., INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: September 23, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley J. Clark*

**ARTICLES OF INCORPORATION**

**OF**

**MID-WAY WATER CO., INC.**

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SEC. OF STATE

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We, the undersigned incorporators, being persons legally competent to enter into contracts, for the purpose of forming a non-profit corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is: **MID-WAY WATER CO., INC.**, and is organized at Franklin County, Idaho.

**ARTICLE II**

**DURATION**

The time of duration of this corporation is perpetual, subject to dissolution as authorized by law.

**ARTICLE III**

**PURPOSE**

The purposes of this corporation are as follows:

a. To organize, finance, manage, develop, distribute, maintain, repair and operate a culinary water system.

b. To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, and dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the corporation.

c. To engage in any business whatsoever, either as principal or as agent, or both, which the corporation may determine convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; and to have and acquire all the powers authorized by the laws of the State of Idaho under which the corporation is formed, whether expressly set forth in this article or not, as such laws are now in effect or may at any time hereafter be amended or enacted.

#### **ARTICLE IV**

##### **REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the corporation shall be: 2535 North 4000 West, Dayton, ID 83232 and the initial registered agent shall be: LYNN R. BINGHAM.

A place of business and branch offices for the conducting or carrying on of any portion of the business may be established in any state, territory, or possession of the United States of America in which a corporation having the above powers can legally function, and the corporation may have one office or more than one office and keep the books of the corporation outside the State of Idaho.

#### **ARTICLE V**

##### **AUTHORIZED SHARES**

The capital stock of the corporation shall be divided into Fifty (50) shares of Common Stock at no par value. At such time as the Board of Directors may by resolution direct, said capital stock

shall be paid into the corporation either in cash or by the sale and transfer to it of real or personal property and any other valuable right or thing for the use and purpose of the said corporation, in payment for which shares of the capital stock of the corporation will be issued and the capital stock so issued shall thereupon and thereby become and be fully paid-up and nonassessable forever, and in the absence of actual fraud in the transactions, the judgment of the Board of Directors as to the value of the property purchased shall be conclusive. The corporation by the action of its shareholders, is authorized to increase, decrease or reclassify its stock, or to recall the same. In addition to its capital stock, the corporation may accept additional cash or property as paid-in surplus.

**ARTICLE VI**

**INCORPORATORS**

The name and post office address of each of the incorporators and the number of shares for which each subscribe are as follows:

<b><u>NAME AND ADDRESS</u></b>	<b><u>NUMBER OF SHARES</u></b>
CLUFF M. KENDALL 2842 NORTH 4000 WEST DAYTON, ID 83263	1
LYNN R. BINGHAM 2535 NORTH 4000 WEST DAYTON, ID 83232	1
KENT C. HOWELL 3009 NORTH 4000 WEST DAYTON, ID 83232	1

**ARTICLE VII**

**BOARD OF DIRECTORS**

The name and post office address of each of the proposed members of the initial Board of Directors are as follows:

**NAME AND ADDRESS**

CLUFF M. KENDALL  
2842 NORTH 4000 WEST  
DAYTON, ID 83263

LYNN R. BINGHAM  
2535 NORTH 4000 WEST  
DAYTON, ID 83232

KENT C. HOWELL  
3009 NORTH 4000 WEST  
DAYTON, ID 83232

**ARTICLE VIII**

**CORPORATE AFFAIRS**

The method and manner of holding director's meetings and stockholder's meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-Laws of the corporation and by the laws of the State of Idaho.

**ARTICLE IX**

**AMENDMENTS TO ARTICLES**

These articles may be amended in any respect conformable to the laws of the State of Idaho and by a vote of the required percentage of stockholders as required by the laws of the State of Idaho in a meeting of stockholders called for that purpose as prescribed by law.

**ARTICLE X**

**AMENDMENTS TO BY-LAWS**

The Board of Directors may repeal and amend the By-Laws of the corporation and adopt new By-Laws.

IN WITNESS WHEREOF, we hereunto set our hands and seals this \_\_\_\_\_ day of September, 1992.

Cliff M. Kendall

Kent C. Howell

Lynn R. Bingham