



CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

MIDDLETON PLACE WATER CO.

was filed in the office of the Secretary of State on the 22nd day
of December A. D. One Thousand Nine Hundred Seventy-six and
/is ^{will be} duly recorded on ~~FILE~~ No. microfilm of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

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
perpetual existence from the date hereof, with its registered office in this State located at
Boise in the County of Ada
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

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 22nd day of December
A.D., 19 76 .

Secretary of State.

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ARTICLES OF INCORPORATION
OF

MIDDLETON PLACE WATER CO.

(Non-profit Corporation)

KNOW ALL MEN BY THESE PRESENTS: That we, the under-
signed persons, all of whom are citizens of the United States
of America and of full age, have this day voluntarily associated
ourselves together for the purpose of forming a non-profit
corporation without capital stock, under and pursuant to Title
30, Section 30-117A of the laws of the State of Idaho, and that
we do hereby make, acknowledge and declare the following to be
our Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be MIDDLETON PLACE
WATER CO.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The location and post office address of the registered
office and principal place of business of said corporation shall
be Box 7727 Boise, Ada ~~Middleton, Canyon~~ County, Idaho.

ARTICLE IV.

This corporation is a non-profit corporation, and shall
have no capital stock; and no dividends or pecuniary profits
shall be declared to the members thereof.

ARTICLE V.

The objects and purposes for which this corporation is
formed are as follows:

1. To acquire and own real estate and personal property, including water rights, water lines, mains, easements, pumps, pumping fixtures and equipment, water licenses and permits, franchises, stock in water companies and any other property, item or effect that may become instrumental for the purposes of which the corporation is organized.

2. To supervise, manage, distribute, control and supply irrigation water to the members of the corporation, and to acquire, maintain, control, expand, improve and repair water sources and systems and conduct all business necessary or instrumental to the same.

3. To make assessments and charges to members for providing a source of irrigation water and irrigation water system appurtenances furnished in connection therewith and in connection with the operation, maintenance, repair, replacement and delivery of irrigation water through the lateral ditches of the corporation as well as to make assessments and charges to the members to pay for the costs of employees, agents, attorneys, and accountants necessary to aid and assist in the operation of the corporation, and which assessments and charges shall be disbursed by the corporation only in payment for expenses of such irrigation water system and water system appurtenances.

4. To perform any lawful act necessary to the acquisition, ownership, maintenance, operation, repair and expansion of an irrigation water system or systems, and the distribution of irrigation water, and any other lawful act necessary or advisable in the furtherance of the corporation.

ARTICLE VI.

Each owner of an improved property in Middleton Place Subdivision, an addition to the City of Middleton, Idaho, which

shall be served by the irrigation water system or systems of the corporation shall be eligible for membership in the corporation. Such membership shall at all times be identified with the owner of the improved property or improved properties and no membership shall be subject or conditioned upon approval of the Board of Directors or other members. There shall be one voting right for each improved property served by the system and owned by the members, whether owned in community, jointly or separately. Voting rights and membership and continuation thereof shall be dependent upon the ownership of an improved property served by the irrigation water system of the corporation and there can be no expulsion of a member or cancellation of voting rights of such member so long as he is so qualified.

Voting may be by proxy in writing, dated and signed by a member; provided, however, no such proxy shall be valid beyond eleven (11) months after its execution, nor binding upon a transferee of an improved property from the person executing such proxy.

ARTICLE VII.

Assessments and charges of the corporation shall be made as to each improved property owned by a member and in the event of the failure of a member to pay assessments and charges, the corporation may suspend irrigation water service to such improved property during the time any assessment or charge is unpaid following due date thereof. Upon payment of any delinquent assessment or charge, together with a reasonable charge for terminating and restoring service, irrigation water service must be promptly restored.

Unpaid assessments or charges, including reasonable charges for terminating and restoring service if service has

been terminated, must be paid by a transferee of a membership or a member acquiring another improved property, and unless so paid, service may be suspended or if suspended, such suspension shall continue as above provided.

ARTICLE VIII.

Nothing in these Articles shall be construed as restricting the ownership of improved properties, and no provision shall be made in the Bylaws of the corporation which shall so restrict ownership.

ARTICLE IX.

The corporation shall not lease any real or personal property from other persons, provided that the corporation may lease from time to time such equipment as may be necessary for the maintenance, repair, cleaning and operation of the corporation's property.

ARTICLE X.

The foregoing Articles of this corporation and this Article, being Articles numbered I through X inclusive, cannot be changed prior to one year from the date of incorporation without the approval of two-thirds (2/3) majority of eligible voters and with the approval of the Federal Housing Administration, and thereafter the same may be changed only by an affirmative vote of two-thirds (2/3) of all eligible voters.

ARTICLE XI.

Bylaws not inconsistent with the Articles of Incorporation may be adopted, altered, amended or repealed at any regular meeting of the members, or at any special meeting of the members of the corporation called for that purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting; provided, however, a quorum, which shall be a majority of the eligible voters, shall be present in person or by proxy.

ARTICLE XII.

The business of this corporation shall be managed by a Board of Directors of not less than three nor more than nine directors. The number, qualification, terms of office, manner of election, powers and duties of such directors shall be such as may be prescribed by law, these Articles and such Bylaws as may from time to time be in force.

ARTICLE XIII.

The following named persons shall serve as a Board of Directors until their successors are duly elected and qualified, to-wit:

Earl L. Harmon
P. O. Box 7727
Boise, Idaho 83707

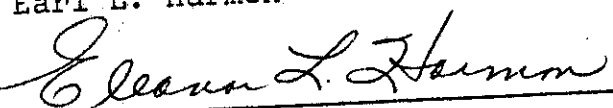
Eleanor L. Harmon
P. O. Box 7727
Boise, Idaho 83707

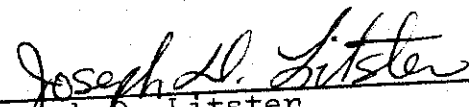
Joseph D. Litster
P. O. Box 7727
Boise, Idaho 83707

IN WITNESS WHEREOF, we have hereunto set our hands this

15th day of June, 1976.


Earl L. Harmon


Eleanor L. Harmon


Joseph D. Litster

STATE OF IDAHO)
) ss.
County of Ada)

On this 15th day of June, 1976, before me, a notary public in and for said State, personally appeared EARL L. HARMON and ELEANOR L. HARMON, husband and wife, and JOSEPH D. LITSTER, 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.

James L. Black
Notary Public for Idaho
Residing at Boise, Idaho

