



Department of State

**CERTIFICATE OF INCORPORATION
OF**

WAHA LAKE ASSOCIATION, INC.

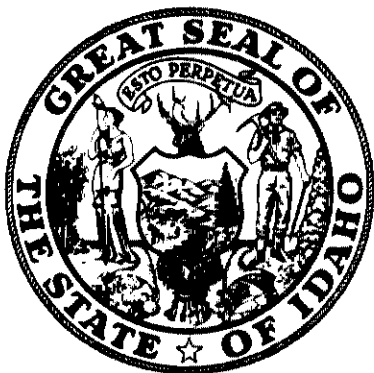
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

WAHA LAKE ASSOCIATION, 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 July 16, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

92822

ARTICLES OF INCORPORATION

OF

WAHA LAKE ASSOCIATION, INC

RECEIVED
SEC. OF STATE

90 JUL 16 PM 2 29

We, the undersigned citizens of the United States and residents of Nez Perce County, Idaho, do hereby associate ourselves together for the purpose of forming a nonprofit corporation in accordance with the provisions of Chapter 3, Title 30, of the Idaho Code, entitled "Nonprofit Corporations", and the laws of the State of Idaho relating to the forming of corporations where pecuniary profit is not the object, do hereby certify and declare as follows:

ARTICLE I

The name of the corporation is the Waha Lake Association, Inc.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

This corporation is not organized for pecunairy profit and it shall have no powers to declare dividends and it shall not have or issue any capital stock. Membership in the corporation shall not entitle a person to any interest whatsoever in the assets of the corporation, but only to participate in the management of the affairs of the corporation in meetings of the members legally called and held within the period covered by the membership and the by-laws.

ARTICLE IV

This corporation is organized exclusively for the promotion of furthering the quality of the environment and the objectives and purposes to be transacted and carried on are as follows:

To secure grants from public sources for lake and watershed restoration and beautification and to administer those grants in the accomplishment of specific projects and to assist and coordinate with government agencies in securing grants and to educate and inform the public about the lake and watershed management.

ARTICLE V

The affairs of the Association shall be managed by a Board of Directors, hereinafter designated as the Board, under such rules as the Board may determine, subject to the specific conditions of the Association By-laws.

ARTICLE VI

The location of the principle place of business of this corporation shall be Lewiston, Nez Perce County, Idaho, but any question as to the area involved for membership purposes shall be subject to determination by the Board of Directors.

ARTICLE VII

The name and address of the initial registered agent of the corporation is as follows:

Terry A. Clack, 10200 Waha Road, Lewiston, ID 83501

ARTICLE VIII

The board of directors of the corporation shall be seven (7) in number. The names and addresses of the first directors are as follows:

Terry A. Clack	10200 Waha Road, Lewiston, ID 83501
Pete Gertonsen	#7 Waha Glen, Lewiston, ID 83501
Russell Masters	9340 Waha Road, Lewiston, ID 83501
Elsie Masters	9340 Waha Road, Lewiston, ID 83501
Edwin Matchey	1502 15th Avenue, Lewiston, ID 83501
Shayne Watkins	928 Warner, Lewiston, ID 83501
Delvin Watkins	9330-H Waha Road, Lewiston ID 83501

The board of directors shall be selected from those who are members of this corporation and the number, qualification, terms of office, manner of election, time and place of meeting and powers and duties shall be prescribed in the by-laws of this corporation.

ARTICLE IX

The number of directors of the corporation is herein specified, but such number may from time to time be increased or decreased in such manner as may be prescribed in the by-laws. In a case of an increase in the number of directors, the additional directors may be elected by the directors then in office and the directors so elected shall hold office until the next annual meeting of the members and until a successor is properly elected and qualified.

ARTICLE X

The corporation may be dissolved by a two-thirds (2/3) vote of all members at a meeting or by unanimous written consent of all members. If dissolution is favorably acted upon, all just debts shall be paid out of the funds of the corporation, and all remaining funds, if any, shall be donated to the Idaho Department of Fish and Game to be used to benefit Waha Lake.

ARTICLE XI

These articles may be amended in any manner permitted or authorized by law, by the favorable vote of two-thirds (2/3) majority of the members present or represented by proxy at a meeting of the members duly called upon notice for the specific purpose thereof, and containing a statement of the proposed amendment.

ARTICLE X

The corporation may be dissolved by a two-thirds (2/3) vote of all members at a meeting or by unanimous written consent of all members. If dissolution is favorably acted upon, all just debts shall be paid out of the funds of the corporation, and all remaining funds, if any, shall be donated to the Idaho Department of Fish and Game to be used to benefit Waha Lake.

ARTICLE XI

These articles may be amended in any manner permitted or authorized by law, by the favorable vote of two-thirds (2/3) majority of the members present or represented by proxy at a meeting of the members duly called upon notice for the specific purpose thereof, and containing a statement of the proposed amendment.

In witness whereof, we have hereunto set our hand this 9th day of July, 1990.

Clair Masters

6/29/90
date

Russell D Masters

6/29/90
date

Edwin Matckey

7/2/90
date

John B. Johnson

7/2/90
date

Jerry A. Clark

7-5-90
date

Delvin L. Watkins

7-9-90
date

Shayne Watkins

7/9/90
date

State of Idaho

County of Nez Perce

I Lillian Dykes, a notary public in and for the county and state aforesaid, do certify that the above name, ELSIE MASTERS, personally appeared, and is known to me to be the person whose name is subscribed to the wining and foregoing instrument, and acknowledged to me that she executed the same.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my official seal on this 29th day of June 1990.

Lillian Dykes residing in Lewiston
Notary Public

Commission Expires: 9-2-92

State of Idaho

County of Nez Perce

I Lillian Dykes, a notary public in and
for the county and state aforesaid, do certify that the above name,
RUSSELL MASTERS, personally appeared, and is known to me to be the
person whose name is subscribed to the wining and foregoing
instrument, and acknowledged to me that he executed the same.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my
official seal on this 29th day of June
1990.

Lillian Dykes residing in Lewiston
Notary Public

Commission Expires: 9-2-92

State of Idaho

County of Nez Perce

I Irwin H. Canfield, a notary public in and for the county and state aforesaid, do certify that the above name, EDWIN MATCHEY, personally appeared, and is known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my official seal on this 2 day of July 1990.

Irwin H. Canfield residing in Lewiston
Notary Public

Commission Expires: 10/9/92

State of Idaho.

County of Nez Perce

I Burton D. Deneke, a notary public in and for the county and state aforesaid, do certify that the above name, PETE GERTONSEN, personally appeared, and is known to me to be the person whose name is subscribed to the wining and foregoing instrument, and acknowledged to me that he executed the same.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my official seal on this 2nd day of July 1990.

Burton D. Deneke residing in Leaverton
Notary Public

Commission Expires: 5-24-93

State of Idaho

County of Nez Perce

I Donna P. Miles, a notary public in and for the county and state aforesaid, do certify that the above name, TERRY A. CLACK, personally appeared, and is known to me to be the person whose name is subscribed to the winning and foregoing instrument, and acknowledged to me that he executed the same.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my official seal on this 5th day of July 1990.

Donna P. Miles residing in Leicester, Idaho
Notary Public

Commission Expires: 2-24-92

State of Idaho

County of Nez Perce

I Lillian Dykes, a notary public in and for the county and state aforesaid, do certify that the above name, DELVIN WATKINS, personally appeared, and is known to me to be the person whose name is subscribed to the wining and foregoing instrument, and acknowledged to me that he executed the same.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my official seal on this 9th day of July 1990.

Lillian Dykes residing in Lewiston
Notary Public

Commission Expires: 9-2-92

State of Idaho

County of Nez Perce

I Lillian Dykes, a notary public in and for the county and state aforesaid, do certify that the above name, SHAYNE WATKINS, personally appeared, and is known to me to be the person whose name is subscribed to the wining and foregoing instrument, and acknowledged to me that he executed the same.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my official seal on this 9th day of July 1990.

Lillian Dykes residing in Lewiston
Notary Public

Commission Expires: 9-2-92