

FILED

ARTICLES OF INCORPORATION

OF

HAT BUTTE WATER COMPANY

The undersigned, acting as an incorporator of a corporation (hereinafter referred to as the "Corporation") organized pursuant to and subject to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, as now existing or hereafter amended and supplemented (the "Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Hat Butte Water Company.

ARTICLE II. NONPROFIT STATUS

The Corporation shall be a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. PURPOSES

The exclusive purposes for which the Corporation is organized are to own, operate, and maintain a domestic water well and pipeline for use by shareholders of the Corporation.

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 8820 Deerflat Road, Nampa, Idaho 83686, and the name of its initial registered agent at that office is Bradley Wheeler.

ARTICLE VI. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as Directors until their successors have been elected and qualified are:

11/17/1999 09:00
CK: 5523 CT: 22313 DH: 267002

1 @ 30.00 = 30.00 INC MOND # 2

C/S/253

Name
Bradley Wheeler

Address
8820 Deerflat Road
Nampa, Idaho 83686

John Cook

5977 Cougar Lane
Santa Rosa, CA 95409

ARTICLE VII. CORPORATE EARNINGS

No part of the net earnings of the Corporation shall enure to the benefit, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

ARTICLE VIII. DISSOLUTION

The Corporation shall not be dissolved except following the favorable vote of a majority of the entire Board of Directors at a meeting duly called for that purpose.

ARTICLE IX. LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of director's duty of loyalty to the Corporation or its members; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) provided for under the Act; or (4) for any transaction from which the director derived an improper personal benefit. If, after approval of this Article IX, the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of this Article IX 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.

ARTICLE XI. MEMBERS

The Corporation shall have members as shall be specified in the Bylaws.

ARTICLE XII. INCORPORATOR

The name and address of the incorporator of the Corporation is:

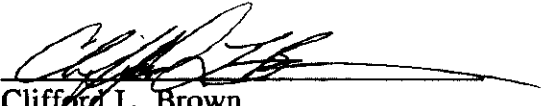
Name

Address

Clifford L. Brown

280 N. 8th, Suite 138
Boise, ID 83702

DATED This 16th day of November, 1999.


Clifford L. Brown
Incorporator