



CERTIFICATE OF INCORPORATION
OF

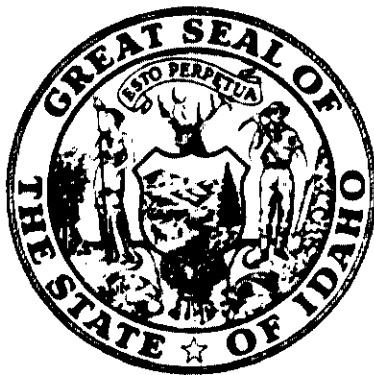
VALLEY VIEW WATER ASSOCIATION, INC.

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 VALLEY VIEW WATER 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 April 24, , 19 86



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION
OF
VALLEY VIEW WATER ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, Joe Holbrook, Jerry Taylor, Cecelia Hoggan, Larry Petersen, and Joe Waters, all citizens of the United States of America, and of the State of Idaho, and all being of full legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Chapter 3 of Title 30 of the laws of the State of Idaho, and to that end we hereby agree as follows:

ARTICLE I.

Corporate Name

The name of this corporation shall be Valley View Water Association, Inc.,

ARTICLE II.

Non-Profit Corporation

This corporation shall not be operated for profit, and neither the said corporation nor the members thereof shall ever profit directly from the operation hereof. Memberships shall be assessable for such sums as may be required to defray expenses of operation of the culinary water system to be owned by said corporation, and for such sums as may be necessary for capital investment in, or improvement thereof, under such terms and conditions as may be provided by the by-laws of the corporation. No dividends shall ever be paid nor declared by said corporation, save and except a liquidation dividend in the event of the dissolution of said corporation.

ARTICLE III.

Period of Existence

The existence of said corporation shall be perpetual or until otherwise dissolved or disincorporated, pursuant to law.

ARTICLE IV.

Corporate Purposes

The purposes for which said corporation is formed are as follows:

1. To own and operate a culinary water system for the use and benefit of the lot owners in Valley View Subdivision.
2. To acquire by gift, donation, purchase, appropriation or otherwise, such water as may be necessary to supply culinary water to the lot owners in Valley View Subdivision.
3. To own, buy, sell, lease, mortgage and otherwise deal in real estate to the extent necessary or convenient in carrying out the primary purpose of the corporation as set forth in Sub-paragraphs 1 and 2, above.
4. To own, buy, sell, lease, rent, mortgage and otherwise deal in any or all types of personal property to the extent necessary or convenient in carrying out the primary purpose of said corporation as above set forth.
5. To sue and to be sued, and to institute all types of actions on behalf of said corporation that may be brought against any person or persons, and to defend all actions brought against it, and to compromise and settle claims either in favor of, or brought or claimed against said corporation.
6. To do any and all other things whatsoever not prohibited by law which may be necessary or convenient in the operation of a co-operative water users association.

ARTICLE V.

Place of Business

The said corporation is organized and the place of its general business shall be at Soda Springs, in the County of Caribou, State of Idaho. General business, transfer and registry offices may be located at such place or places within Caribou County as the Board of Directors may deem advisable. The initial registered office shall be located at HC 70 Box 2210, Soda Springs, Idaho 83276; and the initial registered agent at said address shall be Joe Waters.

ARTICLE VI.

Incorporators and Officers

The affairs of the corporation shall be under the control of a Board of Directors, consisting of five members, and of a President, Vice-President, Secretary-Treasurer, and such other officers as the said Board of Directors may from time to time determine, and those who shall act as Directors and officers of the corporation for the first year, and until their successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Joe Holbrook	President	21 North 4th East, Soda Springs, ID
Jerry Taylor	Vice-President	HC 70, Box 2170, Soda Springs, ID
Cecelia Hoggan	Secretary-Treasurer	HC 70, Box 2190, Soda Springs, ID
Larry Petersen	Director	HC 70, Box 2180, Soda Springs, ID
Joe Waters	Director	HC 70, Box 2210, Soda Springs, ID

Directors and officers of the corporation shall be elected annually as provided in the By-Laws of the corporation, and the offices, officers, or number of directors may be changed from time to time as provided by the By-Laws.

ARTICLE VII.

Membership


This corporation shall have no capital stock, and membership therein shall be evidenced by a Certificate of Membership. Only such persons as are home owners in the area served by the water system belonging to the corporation shall be eligible for membership in said corporation; and membership certificates shall be transferred with the premises served under and by virtue of such membership. No membership certificate shall be otherwise transferred without the prior consent and approval of the Board of Directors of the corporation. The foregoing restrictions as to transfer of membership shall be recited in all certificates of membership issued by the corporation.

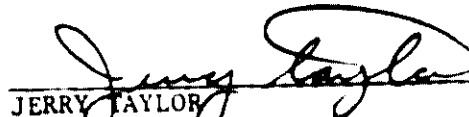
ARTICLE VIII.

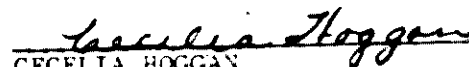
By-Laws

The rights, duties, obligations and powers of the various officers and directors of this corporation, together with other rules and regulations for the governing of said corporation, shall be adopted by the members of said corporation, in the form of By-Laws, such By-Laws to be adopted at the first annual meeting of the members, to be held within thirty days of the issuance of the Certificate of Incorporation to said corporation. Said By-Laws shall be subject to amendment by the membership of said corporation, according to rules in said By-Laws to be adopted.

IN WITNESS WHEREOF, the parties to this agreement have hereunto set their hands this 26th day of March, 1986.


JOE HOLBROOK


JERRY TAYLOR


CECELIA HOGGAN


GARRY PETERSEN


JOE WATERS

STATE OF IDAHO)
 : ss.
County of Caribou)

On this *4th* day of *April* in the year 1986, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Joe Holbrook, Jerry Taylor, Cecelia Hoggan, Larry Petersen, and Joe Waters, known to me to be the persons whose names are subscribed to the within 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.

Helen B. Kingsford

NOTARY PUBLIC for the State of Idaho
Residing at: Soda Springs, Idaho
Commission expires: August 15, 1991