



CERTIFICATE OF INCORPORATION
OF

UCON ROAD WATER CO., INC.

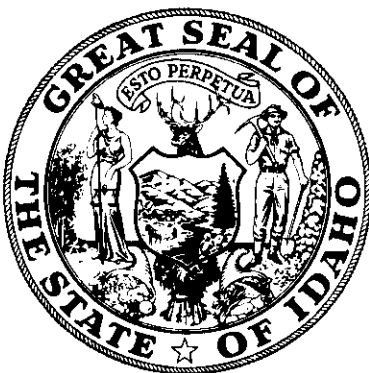
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

UCON ROAD 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 January 24, 19 84



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF

UCON ROAD WATER CO., INC.

KNOW ALL MEN BY THESE PRESENTS: That, undersigned, being one person of lawful age and being a resident of the County of Bonneville, State of Idaho, do hereby certify that I have this day voluntarily acted for the purpose of forming a non-profit cooperative association under the laws of the State of Idaho, and particularly Chapter 10 of Title 30, Idaho Code, and do hereby adopt the following Articles of Incorporation to wit:

ARTICLE I

The name of the association is Ucon Road Water Co., Inc., and though incorporated, shall have no capital stock and shall be composed of members rather than shareholders, and whose rights and interests shall be equal.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes for which the association is organized are to own, drill, develop, establish, furnish, equip, operate and maintain a water well and domestic water system including pipelines and rights of way for the transport and delivery of water to the members of the association who are or will be owners of certain improved contiguous real property situated in Bonneville County, Idaho.

ARTICLE IV

The members of the association shall be the owners or purchasers in possession of tracts of real property in that certain parcel of land situated in Bonneville County, Idaho, and described as follows:

Attached as Exhibit A and incorporated by reference.

Also property contiguous thereto if such is subsequently developed and improved, and provided facilities are adequate to service such additional properties but then only upon approval of two-thirds of the eligible voters shall the owners of other such adjacent property be admitted to membership of the association; that membership in the association shall transfer as and when the ownership of an improved property in the development transfers and the right of membership to have and receive a domestic water supply to his or her improved property from the facilities of the association shall remain constant and equal with the owners of each separate improved property within the development and which right shall run with the land as an appurtenant right, subject, however, to suspension of services or use of the facilities of the association for the period of time that bills or obligations due the association are not paid. Payment of delinquency or the obligation for which service has been suspended entitle the member to prompt restoration of service and use of its facilities. Membership shall not be subject to Board of Director's approval to include additional properties presently outside the existing development property herein described. It is expressly provided, however, that any mortgagee of any of the improved premises who may acquire the property by operation of law, such as through a mortgage foreclosure, may have the water and services of the domestic water system restored to the premises without correcting the default of the prior member; but the corporation shall have a continuing personal claim against such prior member for such costs.

ARTICLE V

The water right and membership in the association which vests with the ownership of the individual improved properties within the development shall not be divided, split or appropriated so as to give a greater benefit to one improved property than the others.

ARTICLE VI

No member shall be expelled from the association and no member's voting rights shall be cancelled except as herein expressly provided.

ARTICLE VII

Voting rights of the association members shall be restricted to those whose properties have been improved and such rights shall be proportionate to the number of improved properties served by the system and owned or being purchased by the member or members.

ARTICLE VIII

Voting by proxy is authorized; however, such proxy shall be in writing and no proxy shall be valid beyond eleven months and shall not be binding upon the purchaser of property from the grantor of the proxy.

ARTICLE IX

No provisions restricting the ownership of improved properties shall be adopted either by amendment of these Articles of Incorporation or by any provision contained in any By-Laws of the association.

ARTICLE X

Funds collected for water assessments by the association or for dues or service charges shall be disbursed only in payment for expenses of the association in establishing, operating and maintaining the system. No member shall perform any service for the association or be entitled to any payment or compensation therefore except upon the approval by majority action of the members.

ARTICLE XI

Provisions for the regulations of the internal affairs of the association shall be by the majority action of the Board of Directors which Board shall consist of three (3) members elected by majority vote, at the annual meeting of the members to be held on the second Tuesday of each year, who shall serve until the next annual meeting or until their successors are elected and qualified. Vacancies on said Board shall be filled for any unexpired term by appointment of the remaining members of said Board. Ten days written notice of any meeting of the association shall be provided unless waived in writing by all members. All actions and decisions of the association

and of the Board of Directors shall be recorded by written minute entries in the permanent records of the association.

ARTICLE XII

The address of the initial registered office of the association is in care of Steve Haynes, 120 Third Street, Iona, Idaho, 83427.

ARTICLE XIII

These Articles shall not be subject to change or amendment for one year after date of incorporation or one year after the association commences operation, whichever is later, except upon approval of a two-thirds majority of the eligible voters; thereafter these Articles may be amended only by majority action of two-thirds of all eligible voters.

ARTICLE XIV

These Articles are made to complement an existing agreement now in full force and effect. Where the two shall differ or conflict, these Articles shall control.

ARTICLE XV

The name and address of each incorporator and the initial Board of Directors member is:

Steve Haynes
120 Third Street
Iona, ID 83427

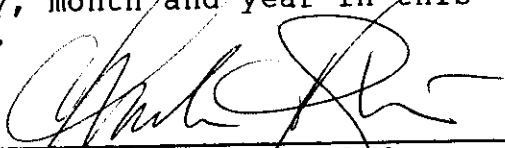
DATED this 14th day of January, 1985.

Steve Haynes
STEVE HAYNES

STATE OF IDAHO)
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County of Bonneville)

On this 14th day of January, 1985, before me the undersigned Notary Public for said state, personally appeared STEVE HAYNES, 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 WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day, month and year in this certificate first above written.



NOTARY PUBLIC FOR IDAHO
Residing at Idaho Falls

Beginning at a point which is South $89^{\circ}20'30''$ West 686.43 feet, and North $0^{\circ}01'50''$ East 25.0 feet from the Southeast Corner of Section 9, Township 3 North, Range 20 East Boise Base and Meridian, thence North $0^{\circ}01'50''$ East 990.00 feet; thence South $89^{\circ}20'50''$ West 637.61 feet; thence South $0^{\circ}04'25''$ West 893.07 feet; thence South $89^{\circ}20'50''$ West 143.56 feet; thence South $0^{\circ}55'50''$ West 183.00 feet; thence North $89^{\circ}20'50''$ East 784.68 feet to the point of beginning.

LESS: Beginning at a point South $89^{\circ}20'50''$ West 1269.04 feet and North $0^{\circ}01'50''$ East 25 feet from the Southeast Corner of said Section 9, thence North $0^{\circ}01'50''$ East 183 feet; thence South $89^{\circ}20'50''$ West 198 feet; thence South $0^{\circ}55'50''$ West 183 feet; thence North $89^{\circ}20'50''$ East 198 feet to the point of beginning.

EXHIBIT A