

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

Pete T. Canarrusa

I, ~~ARNOLD WILLIAMS~~, 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 **Reubens Water Association, Inc.**

was filed in the office of the Secretary of State on the **19th** day
of **June** A. D. One Thousand Nine Hundred **Sixty-nine** and
will be
/ is 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
Reubens, Idaho in the County of **Lewis**
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 **19th** day of **June**,
A.D., 1969 .

Secretary of State.

ARTICLES OF INCORPORATION
OF
REUBENS WATER ASSOCIATION, INC.

We, the undersigned, being over the age of 21 years, citizens of the United States of America and residents of the State of Idaho, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit and non-stock cooperative association under the provisions of Chapter 10, Title 30, Idaho Code and all amendments thereto.

ARTICLE I.

The name of this association shall be the REUBENS WATER ASSOCIATION, INC.

ARTICLE II.

The nature and purpose of this association and the objects and purposes for which it is formed are:

(1) To associate its members together for their mutual benefit and to that end to construct, maintain and operate a water system for supplying domestic water and developing water facilities for its members and to engage in any activity related thereto, including but not limited to the acquisition of water facility sites for the location, excavation and/or construction of water storage tanks, pipe lines and related facilities and all work necessary and incidental thereto and/or the purchase, laying, installation, operation, maintenance and repair of said water tank, pipe lines, valves, meters and all other equipment necessary to the construction or operation of a municipal water system.

(2) To borrow from any source money, goods or services without limitation as to the amount of corporate indebtedness or liability and to pledge or mortgage any of its property as security therefor in any manner permitted and provided by law.

(3) To acquire and to hold, own and exercise all rights of ownership in and to sell, transfer or pledge shares of capital stock or bonds or become a member or stockholder of any corporation or association engaged in any related activity.

(4) To buy, lease, hold and exercise all privileges of ownership in and to the real and personal property as may be necessary or convenient for the conduct and operation of the business of the association or which may be incidental thereto.

(5) To establish reserves and to invest the funds thereof in stocks, bonds and other property as the Board of Directors may deem necessary.

(6) To levy assessments in such manner and in such amounts as may be provided in the By-Laws of this association.

(7) To have and exercise all powers, privileges and rights conferred on corporations by the laws of the State of Idaho, and all powers and rights incidental thereto in carrying out the purposes for which this association is formed, except such as may be inconsistent with the express provisions of the act under which this association is incorporated.

(8) The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this association by the laws of the State of Idaho, all of which are hereby expressly claimed and made a part hereof.

ARTICLE III.

The place where the principal business of the association is to be transacted is the Village of Reubens, Lewis County, State of Idaho, but the association may maintain offices and places of business at such other places in the State of Idaho as the Board of Directors may from time to time determine.

ARTICLE IV.

The period of existence of this association shall be perpetual.

ARTICLE V.

The private property of the members shall not be subject to payment of association debts in any extent whatsoever.

ARTICLE VI.

Section One: The association shall not have capital stock but its capital shall be represented by membership certificates only.

Section Two: Under the terms and conditions prescribed in its By-Laws, the association shall admit as members only such persons, groups of persons, or organizations or corporations owning the property for which the domestic or commercial water supply is desired and having a reasonable accessibility to the water and

a need for water services from the water system being constructed, maintained and operated by this association, PROVIDED HOWEVER, the association shall not be required to admit members if the capacity of its water system is exhausted or exceeded by the needs of its existing members.

Section Three: The membership fee in this association shall be \$ 5.00.

The voting power and property rights and interest of each member whose fees are fully paid and who is in good standing shall be equal and each member shall be entitled to only one vote. New members, upon their admission in this association, shall be entitled to one vote and to share in the property of the association equally with old members. When a member has paid his membership fee in full he shall receive a certificate of membership. Assessment against members and a determination of their liabilities shall be fixed by the By-Laws of the association.

Section Four: Twenty-five (25%) percent of the members present or represented by proxy at any meeting of members regularly called shall constitute a quorum for the conduct of business at such meetings in accordance with the notice thereof.

Section Five: This association is organized on a non-profit basis for the mutual benefit of its members and consequently will not have profits from which to pay dividends on its capital. After all expenses of the association have been paid and reasonable reserves as determined by the Board of Directors set aside, the net earnings of the association shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending and repairing the water system and property of the association, and for such other purposes as the Board of Directors may determine to be in and for the best interest of the association. The said surplus fund or any portion thereof may from time to time at the discretion of the Board of Directors be distributed to the members as provided by the By-Laws on the basis of the assessments and charges made and levied

against and paid by such members during the year.

ARTICLE VII.

These articles may be amended in any manner permitted or authorized by law by the favorable vote of a two-third majority of the members present or represented by a 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 VIII.

The number of Directors shall be five (5) and the names and addresses of those who are to serve as incorporating directors for the first term and until their successors are allowed and notified are:

Wm. J. Thomason, Reubens, Idaho;
Wallace Scott, Reubens, Idaho;
Earl Hill, Reubens, Idaho;
John Willson, Reubens, Idaho;
Gene Willson, Reubens, Idaho.

IN WITNESS WHEREOF, we, the incorporators and named herein as first Board of Directors, have set our hands and seals this 21st day of May, 1969.

Wm J. Thomason (SEAL)
Wallace Scott (SEAL)
Earl Hill (SEAL)
John Willson (SEAL)
Gene Willson (SEAL)

STATE OF IDAHO)
) ss.
County of Lewis)

On this 21st day of May, 1969, before me, the under-
signed, a Notary Public in and for the State of Idaho, personally
appeared Wm. J. Thomason, Wallace Scott,
Earl Hill, John Willson, and
Gene Willson, known to me to be the persons whose
names are subscribed to the within instrument and acknowledged to
me that they executed the same, and that they are citizens of the
United States and residents of the State of Idaho, and are over the
age of twenty-one (21) years.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year first above in this
certificate written.



Notary Public, State of Idaho
Residing at Nezperce therein.