

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

MIDAS WATER CORPORATION

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 MIDAS WATER CORPORATION

duly signed pursuant to the provisions of the Idaho Business 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: **February 2, 1984**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

Articles of Incorporation of

MIDAS WATER CORPORATION

An Idaho Nonprofit Corporation

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act adopts the following Articles of Incorporation for such corporation.

NAME: The name of the corporation is MIDAS WATER CORPORATION.

DURATION: The period of its duration is perpetual.

PURPOSES: The purposes for which the corporation is organized is to operate a domestic water supply system.

GENERAL POWERS: For the purposes of the corporation and in aid thereof, the corporation shall have power to acquire, develop and operate a permanent water supply works. The corporation shall have power to dig, bore, drill and otherwise excavate wells and tunnels; to construct and operate pumping plants and pipelines, water storage, treatment and distributing systems; to purchase, lease, or otherwise acquire and own, hold, mortgage, pledge, sell and deal in real and personal property of all kinds; to erect buildings and plants; to lend and borrow money; to execute mortgages, deeds of trust and pledges of real and personal property; to subscribe for, purchase, or otherwise acquire, hold, own, pledge, sell, or otherwise dispose of stocks, bonds, collections, conveyances of indebtedness and securities owned by persons, firms or other corporations; and to do all other necessary and convenient things to accomplish the above stated purpose of this corporation.

NON-PROFIT CORPORATION. The corporation is organized solely for the purpose of delivering water to its members at cost, and shall supply water to no one except its members, and to such other persons as are now connected to the water supply system, and to them only at cost. The corporation shall not sell, distribute or lend water for profit.

MEMBERSHIP CERTIFICATES. The corporation shall issue certificates representing membership in the corporation. Each such certificate and the membership which it represents shall be appurtenant to the property served with water under said membership, which property shall be described on the face of each certificate. Conveyance of said property shall be deemed a transfer of membership to the grantee of the land

described in the membership certificate unless an express reservation of such membership is set forth in the instrument of conveyance.

**ASSESSABILITY OF MEMBERSHIP:** Membership in the corporation shall be assessable by resolution of the board of directors. The actual cost of management and operation of the business of the corporation shall be met by water rates and charges for availability and delivery of water. Whenever the board of directors deems it advisable to fix rates and charges for water, such rates and charges shall be fixed by pro-rating the cost of operating the water system to the members of the corporation in accordance with the provisions of the corporate by laws, and may include in the discretion of the board of directors items for depreciation and for maintenance of equipment and for readiness of the system. All such rates and charges shall be fixed in the manner required by law to preserve the private ownership of the water rights of the corporation and the delivery of its water as a mutual water company.

The corporation shall have a lien on each membership for all assessments of water and sewage rates and charges. The corporation shall provide for the enforcement of all such liens, and the sale or forfeiture of membership for failure to pay any assessment, rate or charge, and shall not be required to transfer membership on its books, or to furnish water on account of any membership to such member or any person claiming under such member, or to the land to which such membership may at the time be appurtenant, unless and until all rates and charges are paid, at the time and in the manner provided by these articles, and the by-laws of the corporation. The corporation when making such sale is hereby constituted the attorney-in-fact for such member and for any person claiming under such member for the purpose and with the power to sell or forfeit the membership, and to sever such membership from the land to which it may be appurtenant.

**VOTING OF MEMBERSHIPS:** Each membership in the corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the members.

**DIRECTORS:** The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of members, or until their successors are elected and qualified are:

Robert G. Cramer	Albert W. Cramer	John E. Cramer
P. O. Box 606	Route 3, Box 161	Westshore Route
Sandpoint, ID 83864	Sandpoint, ID 83864	Polson, MT 59860

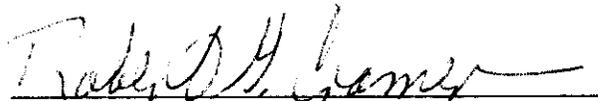
REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent of the corporation is:

Robert G. Cramer  
320 North Boyer  
Sandpoint, ID 83864

INCORPORATOR: The name and street address of the incorporator of this corporation is:

Robert G. Cramer  
320 North Boyer  
Sandpoint, ID 83864

Dated this 25 day of January, 1984.

  
Robert G. Cramer