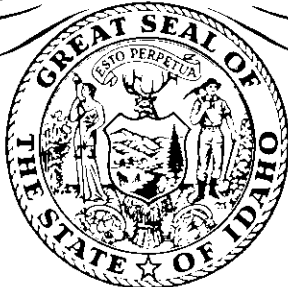


State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

PATRICIA JONES ROWLAND FUTURE COOPERATIVE ASSOCIATION

was filed in the office of the Secretary of State on the 17th day of December A. D. One Thousand Nine Hundred Seventy-six and will be as duly recorded on Film No. 401077 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 perpetuity from the date hereof, with its registered office in this State located at 2155 1st St. in the County of Blaine and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative 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 17th day of December A.D., 1976.

Secretary of State.

ARTICLES OF INCORPORATION

OF

PATAHA ACRES ROAD MAINTENANCE COOPERATIVE ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, full age citizens of the United States, and three residents of the State of Idaho, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit cooperative association under the provisions of Chapter 10, Title 30, Idaho Code, and amendments thereto; we do hereby certify, adopt and set forth Articles of Incorporation as follows:

ARTICLE I

NAME

The name of this non-profit cooperative association is PATAHA ACRES ROAD MAINTENANCE COOPERATIVE ASSOCIATION.

ARTICLE II

LOCATION AND POST OFFICE ADDRESS

The location and post office address of the registered office of the Association in the State of Idaho is P. O. Box 1212, Orofino, Clearwater County, Idaho.

ARTICLE III

DURATION

The term of existence of this Association shall be perpetual from the date of filing of the Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

ARTICLE IV

PURPOSES

A. To excavate, fill, cut, grade, pave, repave, surface, resurface, macadamize, widen and otherwise work upon, improve or build streets, roads, highways, sidewalks and appurtenances thereto, in whole or in part, including the laying, construction and improvement of curbs, gutters, drains, manholes, catch basins and otherwise to generally build, construct and maintain roads and highways public and private.

B. To purchase, lease, take, appropriate, hold, own or otherwise acquire,

and to maintain and operate water and irrigation rights, and acquire, purchase, lease, take, appropriate, own, hold, build, maintain and operate wells, dams, canals, ditches, flumes, pipelines and all other works necessary or convenient for the appropriation, diversion, storage, transportation and distribution or use of water for irrigation and domestic uses, and for any other purposes for which water may be applied.

C. To sink wells and shafts, and to make, build and construct, lay down and maintain, reservoirs, cisterns, culverts, filter beds, mains and other pipes and appliances, to acquire licenses, concessions and permits therefor and, in general, to execute and do all other works and things necessary or convenient for obtaining storing, delivering, measuring and distributing water.

D. To levy assessments in such manner and in such amount as maybe provided in the by-laws of this Association.

E. 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 in carrying out the purposes for which this Association is formed except such as are inconsistent with the expressed provisions of the act under which this Association is formed except such as are inconsistent with the expressed provisions of the act under which this Association is incorporated.

F. 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.

ARTICLE V

CAPITAL

A. This Association shall not have capital stock, but its capital shall be represented by membership certificates.

B. Membership fees in this Association shall be as determined by the board of directors. 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 one vote only. New members upon admission to 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. Assessments against

members and the determination of their liabilities shall be fixed by the by-laws of this association.

C. This association is organized on a non-profit basis for the mutual benefit of its members and consequently will not have profits on which to pay dividends on capital. After all expenses of the association have been paid, and reasonable reserves, as determined by the board of directors, are set aside, the net earnings of the association shall be accumulated for the purposes as the board of directors may determine to be for the best interests of the association.

ARTICLE VI

DIRECTORS

The corporation shall have five (5) directors, who shall at all times be citizens of the United States of America; the names and addresses of those persons who shall manage the business of the corporation until the first meeting of the members are:

Charles D. Cuddy	Orofino, Idaho
Eugene D. Ewing	224 N. Quincy, Kennewick, Washington 99352
P. H. Shelledy	319 Peyton Bldg., Spokane, Washington 99201
C. H. Reggear	Orofino, Idaho
Verda Reggear	Orofino, Idaho

ARTICLE VII

NAMES AND ADDRESSES OF INCORPORATORS

The name and addresses of each of the incorporators is.

Charles D. Cuddy	Orofino, Idaho
Eugene D. Ewing	224 N. Quincy, Kennewick, Washington 99352
P. H. Shelledy	319 Peyton Bldg., Spokane, Washington 99201
C. H. Reggear	Orofino, Idaho
Verda Reggear	Orofino, Idaho

ARTICLE VIII

PROVISIONS FOR BY-LAWS

The Association shall be governed by a duly adopted code of by-laws which shall not be inconsistent with these Articles or inconsistent with the laws of the State of Idaho; the meetings of the members of the Association shall be held

and by-laws shall be adopted in accordance with the laws of the State of Idaho subject unto the issuance of the Certificate of Incorporation by the Secretary of State.

ARTICLE IV

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the minimum vote required by the laws of the State of Idaho of the members of the association, at any regular meeting, or at a special meeting called for the purpose by a majority of the Board of Directors after thirty (30) days written notice to all members, which notice shall be in conformance with the statutes of the State of Idaho.

IN WITNESS WHEREOF, We, the undersigned being all of the incorporators above named, have hereunto set our hands and seals this 27th day of September, 1976.

Charles D. Cuddy
Eugene S. Ewing
D. H. Skelton
J. H. Rogers
John Rogers

STATE OF IDAHO)
County of Clearwater) ss

On this 17th day of November, 1976, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared _____

Charles D. Cuddy, known to me to be the persons whose names are subscribed to the within and foregoing 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.

Julie Miller
Notary Public in and for the State of Idaho, residing at Projeano

STATE OF IDAHO)
(ss
County of Clearwater)

On this 15th day of December, 1976, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared Ch. & Verda Reggear, known to me to be the persons whose names are subscribed to the within and foregoing 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.

Julie Miller
Notary Public in and for the State of
Idaho, residing at Croftino

STATE OF WASHINGTON)
(ss
County of Spokane)

On this 27th day of September, 1976, before me, the undersigned, a Notary Public in and for the State of Washington, personally appeared EUGENE D. EWING and PATRICK H. SHELLENDY, known to me to be the persons whose names are subscribed to the within and foregoing 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.

[Signature]
Notary Public in and for the State of
Washington, residing at Spokane.