

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

**MEADOWBROOK VISTA 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 MEADOWBROOK VISTA 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 July 7, 19 86.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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Corporation Clerk

36 JUL 7 1964

ARTICLES OF INCORPORATION

OF

MEADOWBROOK VISTA WATER ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, CHARLES T. MC GEE and CAROL J. MC GEE, of the City of Coeur d'Alene, County of Kootenai, State of Idaho, the undersigned, all full age citizens of the United States, this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation without capital stock, under and pursuant to Title 30, Section 30-117A of the laws of the State of Idaho, and that we do hereby make, acknowledge and declare the following to be our Articles of Incorporation.

I.

The name of this corporation shall be MEADOWBROOK VISTA WATER ASSOCIATION, INC.

II.

This corporation is a non-profit corporation, and shall have no capital stock, and no dividends or pecuniary profits shall be declared to the members thereof.

III.

The objects and purposes for which this corporation is formed are as follows:

A. To acquire and own real estate and personal property, including water rights, waterlines, mains, easements, pumps, pumping fixtures, and equipment, water licenses and permits, franchises, and any other property item or effect that may become instrumental for the purposes for which the corporation is organized.

B. To supervise, manage, distribute, control and supply water to the members of the corporation, and to acquire, maintain, control, expand, improve and repair water sources and systems and conduct all business necessary or instrumental to the same.

C. To make assessments and charges to members for water and water system appurtenances furnished in connection therewith, and which assessments and charges shall be disbursed by the corporation only in payment for expenses of such water system and water appurtenances or to retire notes, contracts, or debts of said water system and water system appurtenances.

D. To perform any lawful act necessary to the acquisition, ownership, maintenance, and expansion of water system or water systems and the distribution of water, and other lawful act necessary or advisable in the furtherance of the corporation.

#### IV.

The location and post office address of the registered office and principal place of business of said corporation shall be W. 6055 Clemetson Road, Coeur d'Alene, Idaho, 83814. The registered agent for the corporation is CHARLES T. MC GEE, W. 6055 Clemetson Road, Coeur d'Alene, Idaho, 83814.

#### V.

The duration of this corporation shall be perpetual.

#### VI.

Each owner of the sub-divided lots in Meadowbrook Vista and adjoining non-subdivided McGee parcels numbers one through eight served by the water system or systems of this corporation shall be eligible for membership in the corporation. Such membership shall at all times be identified with the owner of the recorded lots of Meadowbrook Vista and adjoining non-subdivided McGee parcels number one through eight, and at no time be subject or conditioned upon approval of the Board of Directors or other members. There shall be one voting right for each lot owned and served by the system or systems, whether owned in community, jointly, or seperately. Voting rights and membership and continuation thereof shall be dependent upon the ownership of the lots served by the water system or systems of the corporation and there can be no expulsion of a member or cancellation of voting rights of such a member so long as he is qualified.

Voting may be by proxy in writing, dated and signed by a member; provided, however, no such proxy shall be valid beyond eleven (11) months after its execution, nor binding upon a transferee of a lot or lots served by the system or systems from the person executing such proxy.

VII.

Assessments and charges of the corporation shall be made as to each improved lot (having a home or other water need or use) and in the event of the failure of a member to pay assessments or charges, the corporation may suspend water service to such improved property during the time any assessment or charge is unpaid following due date thereof. Upon payment of any delinquent assessment or charge, together with a reasonable charge for terminating and restoring service, water service must be promptly restored.

Unpaid assessments or charges, including reasonable charges for terminating and restoring service if service has been terminated, must be paid by a transferee of a membership or member acquiring another lot or lots and unless so paid, service may be suspended or if suspended, such suspension shall continue as above provided.

VIII.

Nothing in these Articles shall be construed as restricting the ownership of the lot or lots and no provision shall be made in the By-Laws of the corporation which shall so restrict ownership.

IX.

The corporation shall not lease any real or personal property from any other person.

X.

The foregoing Articles of this corporation and this Article, being Articles 1 through X, inclusive, cannot be changed prior to one year from the date of incorporation without the approval of the Federal Housing Administration and thereafter, the same may be changed only by an affirmative vote with two-thirds (2/3) of all eligible votes.

XI.

By-Laws not inconsistent with the Articles of Incorporation may be adopted, altered, amended or repealed at any regular meeting of the members, or any special meeting of the members of the corporation called for that purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting, provided, however, a quorum, which shall be a majority of the eligible votes, shall be present through members and proxy.

XII.

The business of this association shall be managed by a Board of Directors of not less than three nor more than five directors, the number, qualification, terms of office, manner of election, powers and duties of such directors shall be such as may be prescribed by law, these articles and such by-laws as may from time to time be in force.

XIII.

The following named persons shall serve as a Board of Directors until their successors are duly elected and qualified, to wit:


Charles T. McGee  
W. 6055 Clemetson Road  
Coeur d'Alene, ID 83814

Carol J. McGee  
W. 6055 Clemetson Road  
Coeur d'Alene, ID 83814

Margaret H. McGee  
Lakeview Towers  
Coeur d'Alene, ID 83814

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we the undersigned, constituting the incorporators of this nonprofit corporation, have executed these Articles of Incorporation this 25 day of June, 1986.

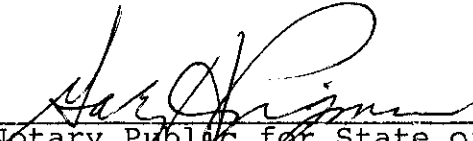
  
\_\_\_\_\_  
CHARLES T. MC GEE

  
\_\_\_\_\_  
CAROL J. MC GEE

STATE OF IDAHO            )  
                                  ) ss.  
County of Kootenai        )

On this 25<sup>th</sup> day of June, 1986, before me, the undersigned Notary Public in and for said State, personally appeared CHARLES T. MC GEE and CAROL J. MC GEE, the incorporators herein, known to me to be the persons whose names are subscribed to the foregoing ARTICLES OF INCORPORATION, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have herunto set my hand and seal the date and year first above written.

  
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Notary Public for State of Idaho  
Residing at:  
My commission expires: