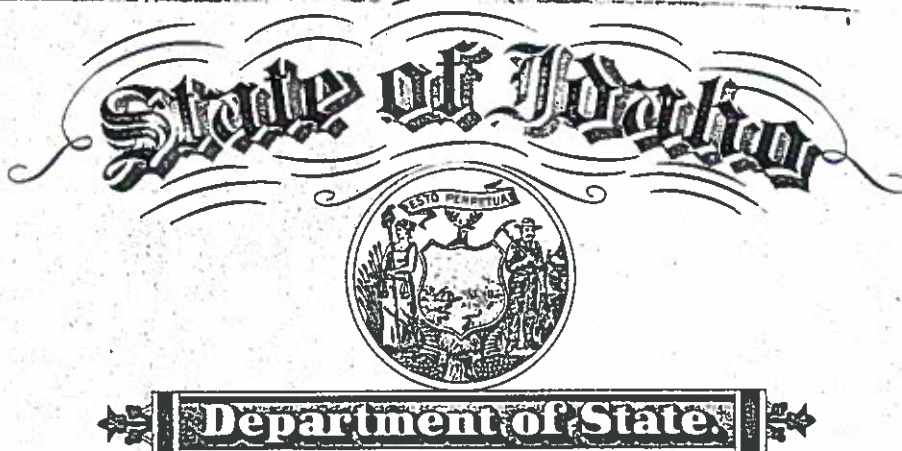


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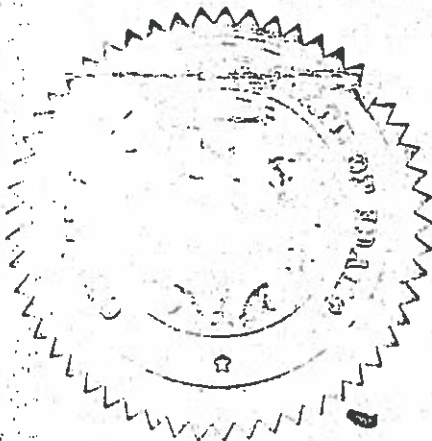
I, GEO. H. CURTIS, Secretary of State of the State of Idaho, do hereby certify that the annexed is a full, true and complete transcript of Articles of Incorporation of

ROSS POINT WATER ASSOCIATION, INC.

which were filed in this office and admitted to record this 23rd day of December, 1944.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed

the Great Seal of the State. Done at Boise, the
Capital of Idaho, this 23rd day
of December, in the year of our Lord
one thousand nine hundred forty-four,
and of the Independence of the United States of
America the One Hundred sixty-ninth.



Geo. H. Curtis
Secretary of State.

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APR 12 2017

ARTICLES OF INCORPORATION
OF
ROSS POINT WATER ASSOCIATION, INC.

We, the undersigned, all of whom are residents of Kootenai County, State of Idaho, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative association under the provisions of Chapter 10, Title 29, Idaho Code Annotated, and amendments thereto.

ARTICLE I

The name of this association shall be the Ross Point Water Association, INC.

ARTICLE II

The nature of the business of the association and the objects and purposes for which, or for any of which, this association is formed are:

- a. To associate its members together for their mutual benefit and to further the rehabilitation of said members, and to that end to construct, maintain and operate a private water system for the supplying of water for domestic, livestock and garden purposes to its members, and to engage in any activity related thereto, including, but not limited to, the acquisition of water by appropriation, drilling, pumping and/or purchase, and the purchase, laying, installation, operation, maintenance and repair of wells, pumping equipment, water mains, pipe lines, valves, meters and all other equipment necessary to the construction, maintenance and operation of a water system.
- b. To borrow from any source, money, goods or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefor in any manner permitted by law.
- c. To buy, lease, hold and exercise all privileges of ownership in and to the real or personal property as may be necessary or convenient for the conduct and operation of the business of the association or incidental thereto.
- d. 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 a stockholder of any corporation or association engaged in any related activities.

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APR 12 2017

OR
VEHICLES OF INCORPORATION

- e. To establish reserves and to invest the funds thereof in stocks, bonds and other property as the board of directors may deem satisfactory.
- f. To levy assessments in such manner and in such amount as may be provided in the by-laws of this association, and to provide for the manner of collection of assessments for water furnished its members and the manner of enforcement thereof.
- g. 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 express provisions of the act under which this association is incorporated.
- h. 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.

ARTICLE III

The place where the principal business of the association is to be transacted is the Village of Post Falls, County of Kootenai, State of Idaho, but the association may maintain offices and places of business at such other places within the State of Idaho as the board of directors may determine.

ARTICLE IV

The period of existence of this association shall be fifty (50) years.

ARTICLE V

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

ARTICLE VI

Section 1. This association shall not have capital stock, but its capital shall be represented by membership certificates which shall be issued and shall be recorded as belonging to the tract of land for which the use is to be made and shall belong to and pass with the land and shall not be subject to ownership in any other manner.

THE POST OF DIRECTOR AND GENERAL SUPERVISOR.
FURNISH TO THE BOARD OF DIRECTORS AND GENERAL SUPERVISOR
A. ANNUAL REPORT AND TO THE BOARD OF DIRECTORS

Section 2. This association shall by its laws provide the terms and conditions upon which members shall be admitted, and such membership shall be confined to the bona fide occupants of irrigated land within the boundaries of Post Falls Irrigation District as the same existed November 1st 1944, unless the boundaries within which water shall be delivered is changed by a two thirds vote of the members at a regular annual meeting, but the association shall not be required to admit new members if the capacity of its plant is already applied for or in use.

Section 3. Membership fees shall be fixed and regulated by the by laws. Each member whose fees are fully paid and who is in good standing and not in arrears for water service shall be entitled to one and only one vote at any meeting of the members of the association. There shall be no voting by proxy. Assessments against members and a determination of their liability shall be fixed by the by laws of the association which shall provide for the manner of collection and its enforcement and also for the lapse of membership and forfeiture of the right to the use of water for non-payment of water service or non-user.

Section 4. This association is organized on a non-profit basis for the mutual benefit and rehabilitation of its members and will not have profits. All fees received for admission of members shall be placed in the Surplus Fund to be used only for the payment of indebtedness, repairs, rebuilding and maintenance. After all expenses of the association are paid each year, and reasonable reserves as determined by the Board of Directors set aside, the net earnings of the association shall be used to reduce the charges for the next years operation.

ARTICLE VII

The number of directors shall be five and the names and addresses of those who are to serve as incorporating directors for the first term and until their successors are elected and qualify are:-

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APR 12 2017

THESE ARTICLES SHALL BE CONTINUED TO THE DONE WITH THE SIGNATURES OF
THESE AND SIGNATURES WHEN AFTER WHEREAS SHALL BE SIGNED AND
SECTION 5. THIS ASSOCIATION SHALL BE IN THE NAME OF THE

NAME	ADDRESS
A. F. Black	Post Falls Idaho
Herbert W. Laird	Post Falls Idaho
Henry Schatz	Post Falls Idaho
Benjamin Morehouse	Post Falls Idaho
E.L. Brugger	Post Falls Idaho

IN WITNESS WHEREOF, we, the incorporators, and named herein
as the first board of directors, have set our hands and seals
this 6th day of December, 1944.

E.L. Brugger (SEAL)
Herbert W. Laird (SEAL)
Henry Schatz (SEAL)
Ben Morehouse (SEAL)
A. F. Black (SEAL)

STATE OF IDAHO)
County of Kootenai) ss

BE IT REMEMBERED, that on this _____ day of _____,
1944, personally appeared before me, a Notary Public in and for
the State of Idaho, all of the parties to the foregoing Articles
of Incorporation, known to me personally to be such and severally
acknowledged said Articles of Incorporation to be the act and
deed of the signers, respectively, and that the facts therein
stated are truly set forth.

Given under my hand and seal of office the day and year
abovesaid.

Notary Public for the State of
Idaho, residing at Coeur d'Alene.
My Commission expires _____

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APR 12 2017

V. B. STECK

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NOTARY PUBLIC 1941

LONG BEACH 1941

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STATE OF IDAHO,)
County of Kootenai,)ss.
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On this 4th day of December, A.D. 1944, before me, the undersigned Notary Public, personally appeared A.F. Black, Herbert W. Laird, Henry Schatz, Benjamin Morehouse and E.L. Brugger, known to me to be the persons whose names are subscribed to the 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.

E. T. Henderson
Notary Public for the State
of Idaho, residing at Coeur
d'Alene Idaho. My Commission
expires Aug. 20 - 1948

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APR 12 2017