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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
BLACK ROCK UTILITIES, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

IDAHO SECRETARY OF STATE

04/24/2001 09:00
CK: 3616 CT: 13955 BH: 392908

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**ARTICLE I.
CORPORATE NAME AND ADDRESS**

The name of the Corporation shall be BLACK ROCK UTILITIES, INC. The Corporation's mailing address shall be 210 Sherman Avenue, Suite 117, Coeur d'Alene Idaho 83814.

**ARTICLE II.
CORPORATE DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III.
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this Corporation is:

210 Sherman Avenue, Suite 117
Coeur d'Alene, Idaho 83814

The name of the initial registered agent of this Corporation at that office is Marshall R. Chesrown.

**ARTICLE IV.
PURPOSES**

The Corporation is organized for the following purposes:

4.1. To provide for the acquisition, management, operation, administration, maintenance, repair, improvement, preservation and control of water and sewer systems and service to the Black Rock Planned Unit Development, situated in Kootenai County, Idaho;

4.2. To engage in any other lawful purpose pursuant to the laws of the State of Idaho and consistent with the foregoing

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**ARTICLE V.
MEMBERS AND MEMBERSHIP**

The Corporation shall have one class of membership. The sole member shall be the Black Rock Homeowner's Association. The Corporation shall issue no stock and shall have no shareholders.

**ARTICLE VI.
BOARD OF DIRECTORS**

6.1. Number of Directors. The initial Board of Directors of this Corporation shall consist of three (3) directors. Thereafter, the number of Directors may be increased, but not decreased, in accordance with the Bylaws of the Corporation.

6.2. Initial Board of Directors. The names and addresses of initial Directors of the Corporation are:

<u>Name</u>	<u>Addresses</u>
Marshall R. Chesrown	615 Kidd Island Bay Road Coeur d'Alene, Idaho 83814
George W. Schillinger	8001 Gunning Avenue Spokane, Washington 99212
Chad V. Rountree	12716 East Semro Spokane, Washington 99216

6.3 Director Liability. No director of this Corporation shall be personally liable to this Corporation or its members for monetary damages for conduct as a director, except for liability of a director: (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director; or (ii) for any transaction from which the director has or will personally receive a benefit of money, property or services to which the director is not legally entitled. If the Idaho Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Nonprofit Corporation Act, as so amended. No repeal or modification of this section shall adversely affect any right or protection of any director of this Corporation existing at the time of such repeal or modification.

**ARTICLE VII.
INCORPORATOR**

The name and street address of the incorporator is:

Name

Address

Marshall R. Chesrown

615 Kidd Island Bay Road
Coeur d'Alene, Idaho 83814.

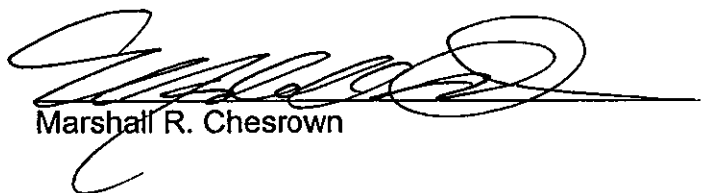
**ARTICLE VIII.
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation pursuant to the provisions for such amendment set forth in the Bylaws of this Corporation.

**ARTICLE IX.
DISTRIBUTION OF ASSETS**

In the event the Corporation is dissolved, all of its assets, funds, equipment, records, etc. shall be distributed pursuant to a plan of distribution which shall not be inconsistent with the law regarding the distribution of assets on dissolution.

For the purposes of forming this corporation under the laws of the State of Idaho, the undersigned incorporator has executed these Articles on the 4th day of April, 2001.


Marshall R. Chesrown