

ARTICLES OF INCORPORATION

OF

VISTA VU WATER USERS ASSOCIATION

WE, the UNDERSIGNED PERSONS, acting as the incorporators of a corporation under the provisions of the Washington Non-profit Corporation Act (Revised Code of Washington 24.03), adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation shall be VISTA VU WATER USERS ASSOCIATION.

ARTICLE II.

The period of duration of the corporation shall be perpetual.

ARTICLE III.

The purposes for which the corporation is organized are as follows:

A. To associate persons as members, together for their mutual benefit and to that end to purchase, construct, acquire, maintain and operate a private water system for the supplying of water for domestic and irrigation purposes to its members, and for the sale of any surplus water remaining after

the needs of its members have been satisfied, 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 or repair of wells, pumping equipment, water mains, pipelines, valves, meters and all other equipment necessary to the construction, maintenance and operation of the 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 acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge membership shares or bonds, or become a member of a stockholder of any corporation or association in any related activities.

D. To buy, lease, hold and exercise all privileges of ownership in and to all real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or matters incidental thereto.

E. To establish reserves and invest the funds thereof in stocks, bonds, and other properties the Board of Trustees may deem satisfactory.

F. To levy assessments and charges in such manner and in such amounts as may be provided by the by-laws of this corporation.

G. To have and exercise all powers, privileges and rights conferred on corporations by the laws of the State of Washington and all powers and rights incidental in carrying out the purposes for which this corporation is formed.

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 corporation by the laws of the State of Washington, all of which are hereby expressly claimed.

ARTICLE IV.

The corporation shall have one class of members represented by membership certificates. The manner of designating members and those to whom membership certificates may be issued shall be designated in the by-laws of said association.

ARTICLE V.

The address of the initial registered office of the corporation shall be 37 Vista Vue Drive, Omak, WA 98841
The name of the initial registered agent of the corporation at such address shall be ROBERT F. GOODWIN.

ARTICLE VI.

The number of Directors constituting the initial Board of Directors of the corporation shall be five (5) Directors. The names and addresses of the persons who are to serve as the initial Directors of the corporation are as follows:

Name	Address
<u>GEORGE E. DUNCKEL, JR.</u>	<u>24 Vista Vue Drive, Omak, WA 98841</u>
<u>STANLEY GALVIN</u>	<u>212 Engh Rd, Omak. WA 98841</u>
<u>ROBERT F. GOODWIN</u>	<u>37 Vista Vue Drive, Omak, WA 98841</u>
<u>DOUGLAS MARSH</u>	<u>71 Vista Vue Drive, Omak, WA 98841</u>
<u>STUART SKIDMORE</u>	<u>7 Mundingner lane, Omak, WA 98841</u>

Any change in the number of Directors of the association shall be made only by amendment to these Articles of Incorporation.

ARTICLE VII.

The names and addresses of the incorporators of the corporation are as follows:

<u>STUART SKIDMORE</u>	<u>7 Mundingner lane, Omak, WA 98841</u>
<u>ROBERT F. GOODWIN</u>	<u>37 Vista Vue Drive, Omak, WA 98841</u>
<u>GEORGE E. DUNCKEL, JR.</u>	<u>24 Vista Vue Drive, Omak, WA 98841</u>
<u>DOUGLAS MARSH</u>	<u>71 Vista Vue Drive, Omak, WA 98841</u>
<u>STANLEY GALVIN</u>	<u>212 Engh Rd, Omak. WA 98841</u>

ARTICLE VIII.

The persons to whom the net assets of the corporation are to be distributed in the event the corporation is dissolved will be those persons holding valid membership certificates at such time as the corporation is dissolved, if ever.

DATED, 10-8-08, 2008

[Signature]
[Signature]

George E. Dunkel

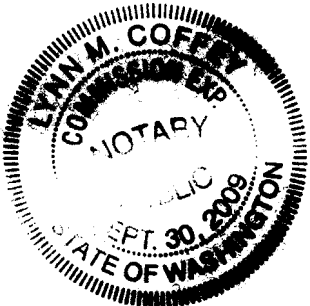
Stanley D. Galvin

Douglas C. Marsh

STATE OF WASHINGTON)
County of Okanogan)

On this day personally appeared before me STUART SKIDMORE, ROBERT F. GOODWIN, GEORGE E. DUNCKEL, JR., DOUGLAS MARSH, and STANLEY GALVIN, to me known to be the individuals described in and who executed the within and foregoing instrument and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 8th day of October, 2008.



[Signature]
Lynn M. Coffey
Notary Public in and for the State of Washington, residing in Omak