OFFICE OF

JOHN KOONTZ

SECRETARY OF STATE



# DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

EUREKA WATER ASSOCIATION, INC.

as the same appears on file and of record in this office.

In WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 22ND day of MARCH A. D. 19 67

Secretary of Style

Deputy

Form 1

SEAL Affixed

#### ARTICLES OF INCORPORATION

OF

# EUREKA WATER ASSOCIATION, INC.

#### KNOW ALL MEN BY THESE PRESENTS:

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That the undersigned do hereby associate themselves into a corporation under and by virtue of Nevada Revised Statutes 81.410 and 81.540, and do hereby certify and adopt the following Articles of Incorporation.

#### ARTICLE I.

The name of the corporation shall be:

EUREKA WATER ASSOCIATION, INC.

#### ARTICLE II.

This shall be a nonstock, nonprofit organization.

# ARTICLE III.

The purposes for which said corporation is formed and its powers are:

- (a) To engage in any lawful activity;
- (b) To supply the members thereof with domestic water and to carry on the business of a domestic water works company and all its branches; to sink wells and shafts, and to make, build and construct, lay down and maintain reservoirs, cisterns, culberts, filter beds, main and other pipes and appliances, and to execute and do all other works and things necessary or convenient for obtaining storing, selling, delivering and measuring and distributing water, or otherwise for the purposes of the company including the purchase, lease, or other acquisition of all property incident thereto, and the holding, owning, enjoying, selling, leasing, mortgaging, or otherwise encumbering and disposing of any and all and every kind of real and personal property;
- (c) To appoint such agents and officers as its business might require, and such appointed agents may be either persons or corporations.
  - (d) To admit persons and corporations to membership in the corporation;

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JERRY CL LANE

ATTORNEY AT LAW
P. O. BOX 207

PHONE 4081

EUREKA. NEVADA

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- (e) To expel any member pursuant to the provisions of its by-laws;
- (f) To forfeit the membership of any member for violation of any agreement between him and the corporation or for his violation of its by-laws;
  - (g) To sue and be sued in any court;
  - (h) To make contracts:
- (i) To borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, prommissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object;
- (j) To carry on any and all operations necessary or convenient in connection with the transaction of any of its business.

IT IS HEREBY EXPRESSLY PROVIDED that the foregoing enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of this corporation, except as such powers may be limited according to law, provided, however, that nothing in these Articles of Incorporation shall be deemed to empower the corporation to engage in the banking business, trust company business, or building and loan association business.

# ARTICLE IV.

The location of the principal office of the corporation in the State of Nevada is the Office of the District Attorney, Courthouse, Eureka, Nevada. Branch offices may hereafter be established at such other place or places within the State of Nevada as may from time to time be determined by the Board of Directors.

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P. O. BOX 207

PHONE 4081

EUREKA, NEVADA

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#### ARTICLE V.

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

# ARTICLE VI.

Members of the governing board shall be known as directors and the number thereof shall be not less than three (3), the exact number to be fixed by the by-laws of the corporation provided that the number so fixed by the by-laws may be increased or decreased from time to time.

The names and addresses of the first Board of Directors are as follows:

Tom Johnston

Eureka, Nevada

E. C. Leutzinger

Eureka, Nevada

Donald E. Morrison

Eureka, Nevada

Jack Bay

Eureka, Nevada

Ronald Hicks

Eureka, Nevada

## ARTICLE VII.

The voting power and the property rights and interest of each member shall be equal. New members may be admitted who shall be entitled to vote and share in the property of the corporation with the old members in accordance with the provisions of the by-laws.

#### ARTICLE VIII.

The names and post office addresses of each of the subscribers signing these Articles of Incorporation are as follows:

Jack Bay

Eureka, Nevada

E. C. Leutzinger

Eureka, Nevada

Tom Johnston

Eureka, Nevada

#### ARTICLE IX.

Pursuant to NRS 81. 470 the Board of Directors shall have the power to make and alter the by-laws of the corporation. By-laws made by the directors under the power so conferred may be altered, amended or repealed by the dir-

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EUREKA, NEVADA
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ectors, or by the members at any meeting called and held for that purpose, provided, however, that such action by the members shall require a vote of two-thirds (2/3), of the total membership.

### ARTICLE X.

The full powers of control and management of the corporation shall be vested in the Board of Directors, which Board may delegate, in its discretion, portions of such powers to any committee of said Board, or to the officers of the corporation. In the absence of fraud no contract or other transaction of the corporation shall be affected by the fact that any of the directors of the corporation are in any way interested or connected with any other party to such contract or transaction, provided that the interest in any such contract or transaction of any such director shall at the time be fully disclosed or otherwise known to the board of directors; and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote and act upon any matter, contract or transaction between the corporation and any subsidiary, parent, or affiliated corporation or corporations, without regard to the fact that he is also a director of, or has any interest in, such other corporation or corporations.

#### ARTICLE XI.

The Board of Directors may appoint an executive committee from among the members of such Board of Directors, which committee, to the extent provided in the by-laws of the corporation and so far as may be permitted by law, shall have and may exercise all of the powers of the Board of Directors in the management of the business and affairs of the corporation during the intervals between the meetings of the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and

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1	executed these presents this 20th day of 1987.
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5	Jack J. Bar
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8	STATE OF REVADA,
9	: SS. COUNTY OF EUREKA. )
10	On this _20th day of 1967, personally appeared before
11	me a Notage Public is and for said County and State. B. C. I BUILD ZINCED
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18	IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
19	official seal the day and year first hereinabove written.
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21	Seal Affixed  Willis A. DePaoli  Willis A. DePaoli  NOTARY PUBLIC.
22	Notary Public - State of Nevada Eureka County, Nevada
23	My commission expires Oct. 14, 1969
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25	44404
26	File No
27	Jerry C. Lane March. 27. A. D. 17 67.
28	ot .45 minutes past
29	Page 375-380
30	Recorder No Fee
31	
JERRY G. LANS	• .
P. O. BOX 207 PHONE 4081	- 5 and last -
EUREKA, NEVADA 88316	•••