

State of Idaho

Department of State.

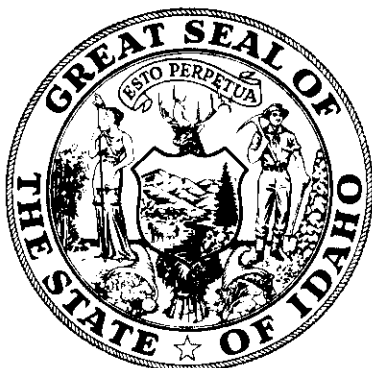
CERTIFICATE OF AUTHORITY OF

INTERMOUNTAIN SOFTWATER, INC. dba IMPERIAL SOFT WATER COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of INTERMOUNTAIN SOFTWATER, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business 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 Authority to INTERMOUNTAIN SOFTWATER, INC. to transact business in this State under the name dba IMPERIAL SOFT WATER COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated December 8, 19 80



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, I, Intermountain Soft Water Inc., hereby apply for a Certificate of Authority to transact business in your State, and for that purpose submit the following statement:

1. The name of the corporation is Intermountain Soft Water Inc.

2. *The name which it shall use in Idaho is Intermountain Soft Water Inc.
DBA Imperial Soft Water Company

3. It is incorporated under the laws of Utah

4. The date of its incorporation is 28 August 1979 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 424 West 1200 North Orem, UT 84057

6. The address of its proposed registered office in Idaho is 1895 Niagara
Idaho Falls, Idaho 83401, and the name of its proposed registered agent in Idaho at that address is Devon Ivie Clifford Stubbs

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Wholesale and retail sales of water conditioners, filters

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Albert M. Rowley, Jr.</u>	<u>President</u>	<u>394 North 250 East Orem</u>
<u>Don G. Littleford</u>	<u>Vice President</u>	<u>145 North 400 East Orem</u>
<u>Clifford R. Stubbs</u>	<u>Secretary</u>	<u>206 South Inglewood Orem</u>
<u>Robert L. Rowley</u>	<u>Director</u>	<u>389 North 250 East Orem</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>Capital</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
4,000	Capital	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated November 17, 19 80.

Intermountain Soft Water Inc.
 By Albert Rowley
 Its _____ President
 and Clyford R. Stubbbs
 Its _____ Secretary

STATE OF Utah)
)ss:
 COUNTY OF Utah)

I, Linda Klein, a notary public, do hereby certify that on this 18th day of November, 19 80, personally appeared before me Albert Rowley, who being by me first duly sworn, declared that he is the President of Intermountain Soft Water Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Linda Klein
 Notary Public 7/31/84 Orem, UT

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



Serving the Intermountain West

DEC 8 3 39 PM '80

SECRETARY OF STATE

Intermountain soft water service INC.

424 WEST 1200 NORTH OREM, UTAH 84057 PHONE OREM (801)225-5233
SLC (801) 533-0886

CORPORATE RESOLUTION

October 1, 1980

At the regular Board of Directors meeting held on October 1, 1980, it was resolved that Intermountain Soft Water Incorporated should pursue doing business in the state of Idaho as Intermountain Soft Water Inc., DBA Imperial Soft Water Company as soon as all necessary licenses and registrations with the said state were completed.

In attendance at this meeting were Albert Rowley, President, Don Littleford, Vice President, Clifford Stubbs, Secretary and Robert Rowley, Board Member.

Clifford R. Stubbs
Intermountain Soft Water Incorporated
Corporate Secretary



Office of Lt. Governor/Secretary of State

DEC 8 3 39 PM '80
SECRETARY OF STATE

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of INTERMOUNTAIN SOFTWATER, INC., a Utah corporation, filed with this office August 28, 1979. Said corporation is in good standing.

AS APPEARS OF RECORD IN MY OFFICE.

083343

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah at Salt Lake City, this 18th day of November A.D. 1980.

LT. GOVERNOR/SECRETARY OF STATE

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ARTICLES OF INCORPORATION
OF
INTERMOUNTAIN SOFTWATER, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Intermountain Softwater, Inc.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSES

The purposes or purpose for which this corporation is organized are:

- a. In general to carry on the sale, installation, and servicing of softwater and related equipment.
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates receipts or other instruments representing rights or interest therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.
- c. To do each and every thing necessary, suitable or proper

HOWARD, LEWIS & PETERSEN
ATTORNEYS AND COUNSELORS AT LAW
120 EAST 500 NORTH STREET
P. O. BOX 778
PROVO, UTAH 84601
TELEPHONE: 373-8345

1 for the accomplishment of any of the purposes or the attainment of
2 any one or more of the subjects herein enumerated, or which may at
3 any time appear conducive to or expedient for protection or
4 benefit of this corporation, and to do said acts as fully and to
5 the same extent as natural persons might, or could do, in any
6 part of the world as principals, agents, partners, trustees or
7 otherwise, either alone or in conjunction with any other persons,
8 association or corporation.

9 d. The foregoing clauses shall be construed both as
10 purposes and powers and shall not be held to limit or restrict in
11 any manner the general powers of the corporation, and the enjoyment
12 and exercise thereof, as conferred by the laws of the State of
13 Utah; and it is the intention that the purposes and powers
14 specified in each of the paragraphs of this Article III shall be
15 regarded as independent purposes and powers.

16 ARTICLE IV - STOCK

17 The aggregate number of shares which this corporation shall
18 have authority to issue is 50,000 shares of common stock. All
19 stock of the corporation shall be of the same class, common, and
20 shall have the same rights and preferences. Fully-paid stock of
21 this corporation shall not be liable to any further call or
22 assessment. Par value of the stock shall be \$1.00.

23 ARTICLE V - AMENDMENT

24 These Articles of Incorporation may be amended by the affirm-
25 ative vote of fifty-one (51%) percent of the shares entitled to
26 vote on each such amendment.

27 ARTICLE VI - SHAREHOLDER RIGHTS

28 The authorized and treasury stock of this corporation may be
29 issued at such time, upon such terms and conditions and for such
30 consideration as the Board of Directors shall determine. Share-
31 holders shall have pre-emptive rights to acquire unissued shares
32 of the stock of this corporation.

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1 At each election of Directors, every shareholder entitled to
2 vote at such election shall have the right to accumulate his votes
3 by giving one candidate as many votes as the number of such
4 Directors multiplied by the number of his shares shall equal, or by
5 distributing such votes on the same principle among any number of
6 candidates.

7 ARTICLE VII - CAPITALIZATION

8 This corporation will not commence business until considera-
9 tion of a value of at least \$1,000.00 has been received for the
10 issuance of shares.

11 ARTICLE VIII - INITIAL OFFICE AND AGENT

12 The address of this corporation's initial registered office
13 and the name of its initial registered agent at such address is:

14 Albert M. Rowley, Jr.
15 424 West 1200 North
16 Orem, Utah 84057

17 ARTICLE IX - DIRECTORS

18 The number of Directors constituting the initial Board of
19 Directors of this corporation is five. The names and addresses of
20 persons who are to serve as Directors until the first annual meet-
21 ing of stockholders, or until their successors are elected and
22 qualify, are:

22	<u>NAME</u>	<u>ADDRESS</u>
23	Albert M. Rowley, Jr.	394 North 250 East Orem, Utah 84057
24	Don G. Littleford	145 North 400 East Orem, Utah 84057
25	Clifford R. Stubbs	206 South Inglewood Drive Orem, Utah 84057
26	Robert L. Rowley	389 North 250 East Orem, Utah 84057
27	Ronald L. Brown	1170 South 150 West Orem, Utah 84057
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ARTICLE X - INCORPORATORS

<u>NAME</u>	<u>ADDRESS</u>
Albert M. Rowley, Jr.	394 North 250 East Orem, Utah 84057
Don G. Littleford	145 North 400 East Orem, Utah 84057
Clifford R. Stubbs	206 South Inglewood Drive Orem, Utah 84057
Robert L. Rowley	389 North 250 East Orem, Utah 84057
Ronald L. Brown	1170 South 150 West Orem, Utah 84057

ARTICLE XI

COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such

HOWARD, LEWIS & PETERSEN
ATTORNEYS AND COUNSELORS AT LAW
120 EAST 300 NORTH STREET
P. O. BOX 778
PROVO, UTAH 84601
TELEPHONE: 373-6945

1 contract or transaction.

2 DATED this 16th day of July, 1979.

3
4 Albert M. Rowley, Jr.
5 ALBERT M. ROWLEY, JR.

6
7 Don G. Littleford
8 DON G. LITTLEFORD

9
10 Clifford R. Stubbs
11 CLIFFORD R. STUBBS

12
13 Robert L. Rowley
14 ROBERT L. ROWLEY

15
16 Ronald L. Brown
17 RONALD L. BROWN

18 STATE OF UTAH)
19 : ss.
20 COUNTY OF UTAH)

21 I, Frank D. Howard, a Notary Public, hereby
22 certify that on the 16th day of July, 1979, ALBERT M. ROWLEY,
23 JR., DON G. LITTLEFORD, CLIFFORD R. STUBBS, ROBERT L. ROWLEY, and
24 RONALD L. BROWN personally appeared before me, who being first
25 duly sworn, severally declared that they are the persons who
26 signed the foregoing document as incorporators and that the state-
27 ments therein contained are true.

28 DATED this 16th day of July, 1979.

29
30 Frank D. Howard
31 NOTARY PUBLIC

32 My Commission Expires:

Residing at:

May 9, 1983

Springville, Utah