

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

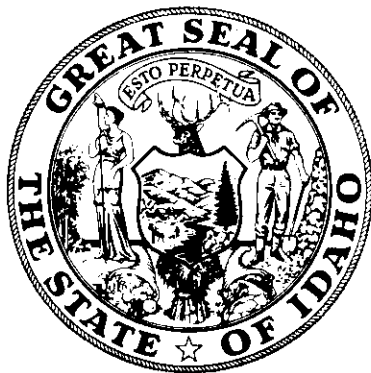
CULLIGAN WATER CONDITIONING COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of CULLIGAN WATER
CONDITIONING COMPANY

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **December 30, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

**SECRETARY OF
STATE**
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ARTICLES OF INCORPORATION
OF
CULLIGAN WATER CONDITIONING COMPANY

The undersigned, natural persons acting as incorporators in order to form a Corporation under the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is Culligan Water Conditioning Company.

Article 2. Purposes and Objects. The purposes and objects for which the Corporation is formed are:

(a) For the sale of water conditioning services and equipment.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign Corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations and have offices and exercise the powers granted by this act, within or without this state.

(k) To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

(l) To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, officers and employees.


(p) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing contained herein shall be deemed to authorize and permit the Corporation to carry on any business or to exercise any power or to do any act which a Corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (q), inclusive, of paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided, and in no wise be limited or restricted by reference

to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

Article 3. Duration. The Corporation is to have perpetual existence.

Article 4. Registered Office and Agent. The location and street address of the initial Registered Office of the Corporation is 110 West 31st, P. O. Box 2666, Boise, Idaho 83714. The initial Registered Agent of the Corporation shall be Patrick T. Hamblet who conducts business at Idaho First Plaza, Suite 1701, Boise, Idaho 

Article 5. Aggregate Shares. The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of \$100.00 par value and shall be designated as common stock, and 100,000 shares of which shall be no par and shall be designated as preferred stock.

The preferred stock shall be nonvoting and shall have no rights to vote except as specifically required by the laws of the State of Idaho.

Upon the dissolution of the Corporation or upon its liquidation otherwise, the holders of preferred shares shall be entitled to receive and shall be paid, the sum of \$100.00 for each of the preferred shares held by them, before any distribution to the holders of common shares. After the holders of common shares have been paid a sum equal to \$100.00 for each of the common shares held by them, any remaining distributions shall be in equal amounts per share to holders of common and preferred shares.

The preferred stock shall be subject to a restriction on transfer, which restriction shall be set forth in the By-Laws of the Corporation.

The stated capital of the Corporation shall be a sum equal to the aggregate par value of all issued shares having a par value plus the aggregate amount of consideration received by the Corporation for the issuance of shares without par value.

Article 6. Incorporator. The names and post office addresses of the incorporators are as follows:

Name	Post Office Address
Patrick T. Hamblet	110 West 31st, Boise, Idaho
Karyl L. Hamblet	110 West 31st, Boise, Idaho
Steven D. Hamblet	110 West 31st, Boise, Idaho

Article 7. Initial Directors. The number of Directors constituting the initial Board of Directors of the Corporation shall be and is three. The names and post office addresses of

the initial Directors, who are to serve until the first annual meeting of the Stockholders and until their successors are elected and shall qualify, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Patrick T. Hamblet	110 West 31st, Boise, Idaho
Karyl L. Hamblet	110 West 31st, Boise, Idaho
Steven D. Hamblet	110 West 31st, Boise, Idaho

Article 8. Preemptive Rights. No holder of any shares of the Corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligation convertible into stock of the Corporation, issued or sold, nor any other right of subscription except such right if any and at such price, as may be determined from time to time by the Board of Directors. Any denial of preemptive rights of subscription shall be subject to such further explanation and definition of the provisions of this Article as may be set forth in the By-Laws.

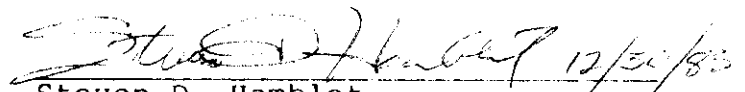
Article 9. Amendment of Articles and By-Laws. The initial By-Laws of the Corporation shall be adopted by the majority of the Board of Directors. A majority of the Board of Directors or shareholders shall have the power to alter, amend or repeal the By-Laws or adopt new By-Laws. The Corporation reserves the right to amend, alter or repeal these Articles of Incorporation in the manner prescribed by law, by a majority vote of the Stockholders.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 30th day of December, 1983.

INCORPORATOR:


Patrick T. Hamblet


Karyl L. Hamblet


Steven D. Hamblet

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SECRETARY OF
STATE
December 1, 1983

Pete T. Cenarrusa
Secretary of State
Statehouse, Room 203
Boise, Idaho 83720

Attention: Corporation Clerk

Re: Use of Name/Culligan Water Conditioning Company

The undersigned being the last members of the Board of Directors of Culligan Water Conditioning, Inc., an Idaho Corporation which forfeited its charter on December 1, 1983, and who now act in the capacity of statutory trustees of said Corporation hereby consent to the use of the Corporate name Culligan Water Conditioning Company by that Corporation to be formed by Patric T. Hamblet, Karyl L. Hamblet and Steven D. Hamblet.


Patric T. Hamblet


Karyl L. Hamblet


Steven D. Hamblet