

THE AMERICAN FALLS WATER SUPPLY CO.

Certificate of Incorporation.

10-cent In
ternal Rev
enue Stamp
Cancelled.

Registered Office with the Corporation Trust Company of
New Jersey, Jersey City, N. J.

NAME. ARTICLE 1. The corporate name is AMERICAN FALLS WATER SUPPLY CO.

REGISTERED OFFICE. ARTICLE 11. The principal office is at No. 60 Grand Street, Jersey City. The agent therein, in charge thereof, is the Corporation Trust Company of New Jersey, upon whom process against the Corporation may be served.

PRINCIPAL OBJECT. ARTICLE 111. The objects for which the corporation is established are:

- (a) To carry on the business of buying, selling, leasing, controlling and developing lands located in the State of New Jersey and any other State, territory, colony or dependency of the United States of America, in the District of Columbia and in any foreign country for the purpose of agriculture, horticulture, floriculture, stock-raising, fruit-raising and sub-dividing any such lands into towns, villages, or city lots for residence or any other purpose. To operate water power plants, to generate, furnish, supply or sell electricity for power, light and mechanical or other purposes and in the operation of telephones or in any other way in which electricity may be used; to obtain water and supply same for irrigation, municipal, domestic or any other kind of use.

SUBSIDIARY
OBJECTS AND
POWERS.

The following clauses shall be construed as objects and powers:

- (b) To manufacture, purchase, or otherwise acquire goods, wares, merchandise and personal property of every class and description, and to hold, own, mortgage, sell or otherwise dispose of, trade, deal in and deal with the same.
- (c) To acquire and undertake the goodwill, property, rights, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stock of the corporation, bonds, or otherwise.
- (d) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association or corporation.
- (e) To borrow or raise money without limit as to amount by the issue of or upon debentures or debenture stock, or in such other manner as the corporation shall think fit.
- (f) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments.
- (g) To apply for, register, purchase, or otherwise acquire, and to hold, own, use and operate, and to sell, assign, grant licenses in respect of, or otherwise dispose of and deal with and turn to account any and all inventions, in

provements, formulae, processes, trade names and trade marks, copyrights, letters patent of the United States and of any or all foreign countries, and patent rights of all kinds.

- (h) To conduct business in any of the states, territories, colonies or dependencies of the United States, in the District of Columbia, and in any and all foreign countries, to have one or more offices therein, to hold, purchase, mortgage and convey real and personal property, without limit as to amount, in any such state, territory, colony, dependency, district or foreign country, but always subject to the laws thereof.
- (i) To remunerate any person or corporation for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares of stock of the corporation, or any debentures or other securities of the corporation, or in or about the formation or promotion of the corporation or in the conduct of its business
- (j) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world.
- (k) In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws of New Jersey upon corporations formed under the act hereinafter referred to; it being hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

DURATION. The duration of the corporation shall be unlimited.

CAPITAL AUTHORIZED.

ARTICLE IV. The corporation shall be authorized to issue capital stock to the extent of one hundred and fifty thousand dollars (\$150,000) divided into fifteen hundred shares of the par value of one hundred dollars each.

CAPITAL SUBSCRIBED.

The capital stock with which the corporation will commence business is subscribed by the incorporators as follows:

| | NAME. | NO. OF SHARES. | TOTAL PAR VALUE. |
|----------------|-----------------------|----------------|------------------|
| INCORPORATORS. | George Nelson Pannell | Four | \$ 400.00 |
| | F. Wm. Kraft | Four | 400.00 |
| | Walter B. Clark | Two | 200.00 |

\$1,000.00

The Post-Office address of each of the incorporators is 60 Grand Street, Jersey City, N. J., the Post-office address of the registered office of the Company.

REGULATIONS AND LIMITATIONS

ARTICLE V. The board of directors shall have power without the assent or vote of the stockholders to make, alter, amend and rescind the by-laws of this corporation, to fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens without limit as to amount upon the real and personal property of this corporation.

With the consent in writing and pursuant to the vote of the holders of a majority of the stock issued and out

standing, the directors shall have power and authority to sell, assign, transfer or otherwise dispose of the property of this corporation as an entirety.

The directors may from time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders; but every stockholder shall have the right of inspecting the stock and transfer books of the corporation at all times during business hours at the registered office of the Company in New Jersey.

The board of directors may, by resolution passed by a majority vote of the whole board, designate two or more of their number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of said corporation, have and exercise all the powers of the board of directors in the management of the business and affairs of the company, which may be lawfully delegated, and have power to authorize the seal of the corporation to be affixed to all papers which may require it.

During their respective terms of office, neither the directors nor the members of the executive committee nor the president nor vice-president shall be subject to removal, nor shall their term be shortened during their tenure.

The directors shall have power to hold their meetings to have one or more offices, and to keep the books of the corporation (except the stock and transfer books) outside of the state of New Jersey, at such places as may be from time to time designated by them.

The corporation reserves the right to amend, alter, or change any provision contained in this certificate of incorporation, in the manner prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, for the purpose of forming a corporation in accordance with an Act of the Legislature of the State of New Jersey, entitled "An Act Concerning Corporations" (Revision of 1896) and the acts amendatory thereof and supplemental thereto, respectively agree to take the number of shares of stock as hereinbefore set forth, and have signed this certificate and affixed their seals thereto

In presence of

George Nelson Pannell (L. S.)
F. William Kraft (L. S.)
Walter B. Clark (L. S.)

State of Illinois,) SS:
County of Cook.)

Be it Remembered that on this 21st day of March A. D. 1901, before the undersigned personally appeared George Nelson Pannell, F. William Kraft and Walter B. Clark, who I am satisfied are the persons named in and who executed the foregoing certificate, and I having first made known to them, and each of them, the contents thereof, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed.

(Seal.) R. A. Mulvihill,
Notary Public.

10 Cent Internal Revenue Stamp Cancelled.

Received in the Hudson County, N. J., Clerk's Office, March 26", 1901
and recorded in Clerk's Record No.---- on Page----

Marvine J. Stack,
Clerk.

Endorsed "Filed Mar 27, 1901

George Wurts,
Secretary of State.

STATE OF ILLINOIS.)
) ss.
COOK COUNTY.)

I, Philip Knept, County Clerk and Clerk of the County Court of Cook County, the same being a Court of Record having a seal, Do Hereby Certify, that R. A. Mulvihill, whose name is subscribed to the proof of acknowledgment of the annexed instrument in writing was at the time of taking such proof of acknowledgment, a Notary Public in and for Cook County, duly commissioned, sworn and acting as such and authorized to take acknowledgments and proofs of deeds or conveyances of lands, tenements or hereditaments, in said State of Illinois, that I am well acquainted with the handwriting of said Notary and verily believe that the signature to the said proof of acknowledgment is genuine; and further that the annexed instrument is executed and acknowledged according to the laws of the State of Illinois.

County Court
of Cook County,
Illinois.

IN TESTIMONY WHEREOF I have hereunto set my hand and
affixed the seal of said Court at the City of Chicago,
in the said County, this 22nd day of March, 1901.

Organized 1849.
(Seal.)

Philip Knopf. Clerk.

10 / Revenue Stamp Cancelled.

Registered in the office of the Company at Jersey City, in the County of Hudson, this 26th day of March, 1901.

The Corporation Trust Company of New Jersey, Registered Agent.

By Howard K. Wood, Secretary.

STATE OF NEW JERSEY,
DEPARTMENT OF STATE.

I, George Wurts, Secretary of State of the State of New Jersey, do hereby Certify, that the foregoing is a true copy of the certificate of Incorporation of the American Falls Water Supply Co., and the endorsements thereon, as the same is taken from and compared with the original filed in my office, on the 27th day of March, A. D. 1901, and now remaining on file therein.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal, at Trenton, this 27th day of March, A. D. 1901.

George Wurts,
Secretary of State.

(Seal.)

Recorded at request of F. W. Kraft at 9.10 o'clock A. M. Apr 26, 1901.

J. S. Campbell,
County Recorder.

By E. G. Gallet, Deputy.

STATE OF IDAHO,)
) SS.
BANNOCK COUNTY.)

I, J. S. Campbell, County Recorder in and for said County, hereby certify that the above and foregoing is a full, true and correct copy of the original Certificate of Incorporation as recorded in Book 1 of Incorporation Record, Page 181, of the Record of said County.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal, this 6th day of May, A. D. 1901.

J. S. Campbell,
County Recorder.

By E. G. Galt, Deputy.

