



CERTIFICATE OF INCORPORATION  
OF

THE KETCHUM SPRING WATER SUPPLY COMPANY

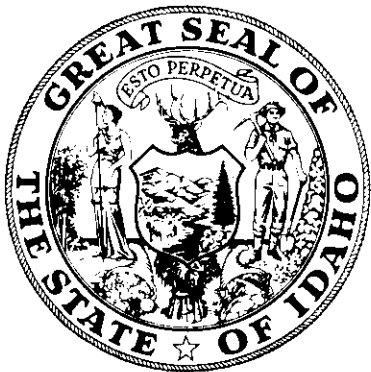
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

THE KETCHUM SPRING WATER SUPPLY 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: **October 24, 1983**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

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1983

ARTICLES OF INCORPORATION  
OF  
THE KETCHUM SPRING WATER SUPPLY COMPANY

The undersigned natural person of the age of twenty-one or more years, acting as an incorporator under the provisions of the Idaho Corporation Act, Section 30-1-105 and 30-1-138 adopts the following Articles of Incorporation.

ARTICLE I.

Name.

The name of this Corporation is THE KETCHUM SPRING WATER SUPPLY COMPANY.

ARTICLE II.

Period of Duration.

The duration of this Corporation is to be perpetual.

ARTICLE III.

Purposes and Powers.

Section 1. Purposes. The purposes for which this Corporation is organized are as follows: to engage in the business of a public utility for a water system and water works in Blaine County, State of Idaho; to engage in activities which are necessary, suitable or convenient for the accomplishment of said business purposes or which are incidental thereto or connected therewith; and to conduct its business and carry out these purposes in any state, territory, district or possession of the United States or in any foreign

country, to the extent not forbidden by law. And we hereby certify that the objects for which this corporation is formed are for suppling the town of Ketchum and its inhabitants with pure water for fire and domestic, and other purposes, through pipes laid under the surface of the ground, piping water from Cold Springs situated about two miles easterly of Ketchum into and through the streets and alleys of said town, establishing therein a system of substantial water works with hydrants, fire plugs and house pipe service.

Section 2. Powers. This corporation shall have all the powers specified in the Idaho Business Corporation Act.

#### ARTICLE IV.

##### Stock Clauses.

The aggregate number of shares which this Corporation shall have authority to issue is 2,400 common shares, at \$10 each. The Corporation shall not have the authority to issue shares in series.

#### ARTICLE V.

##### Registered Office and Registered Agent.

The address and post office box of the registered office of this corporation is 219 Bitterroot Road, Sun Valley, Idaho 83353, Post Office Box 1770, Sun Valley, Idaho, 83353. The name of the initial registered agent of this corporation at that address is Mr. Royce Asher.

#### ARTICLE VI.

##### Directors.

The number of Directors shall be as specified in the By-Laws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the By-Laws and may be fewer than three in the event that the Corporation has less than three shareholders, in accordance with the law of the State of Idaho. The initial Board of Directors shall consist of two members. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors be elected and qualify are as follows: Royce Asher, P.O. Box 1770, Sun Valley, Idaho, 83353, and Beverly Asher, P.O. Box 1770, Sun Valley, Idaho 83353.

#### ARTICLE VII.

##### Incorporators.

The name and address of the incorporator of this Corporation is Royce Asher, P.O. Box 1770, Sun Valley, Idaho 83353.

#### ARTICLE VIII.

##### Provisions for Regulation of Corporation's Internal Affairs.

Section 1. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the By-Laws or by resolution of the Board of Directors.

Section 2. By-Laws. The initial By-Laws of this Corporation shall be as adopted by its Board of Directors. The power to amend or repeal the By-Laws or to adopt new By-Laws shall be in the shareholders, but the affirmative vote of the holders of two-thirds of the shares entitled to vote in a meeting of shareholders called for such purpose shall be necessary to exercise that power. The By-Laws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

Section 3. Compensation of Directors. The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as directors and fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

Section 4. Contracts in which Directors or Officers Have an Interest. No contract or other transaction between this corporation and one or more of its directors or officers or any other corporation, firm, association, or other entity in which one or more of its directors or officers are directors or officers, or are financially interested, shall be either void or voidable for

this reason alone, or by reason alone that such director or directors are present at the meeting of the board or as a committee thereof which approves, authorizes or ratifies such contract or transaction, or that his or their votes are counted for such purpose, if:

- a. The fact of such common directorship, officership, or financial interest is disclosed or known to the Board of Directors or committee thereof which approves, authorizes or ratifies such contract or transaction by a vote sufficient for such purpose without counting the votes of such interested director or directors; or
- b. The fact of such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote and they approve, authorize or ratify such contract or transaction by vote, in which vote such interested directors may participate to the extent they are shareholders; or

c. The contract or transaction is fair and reasonable to this corporation at the time it is approved by the board, a committee thereof or the shareholders and the fact of such relationship or interest is fully and fairly disclosed or known 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 a committee thereof which approves, authorizes or ratifies such contract or transaction.

Section 5. Indemnification of Directors and Officers. The Corporation shall indemnify any and all of its directors or officers or former directors or officers against expenses, including attorneys' fees, judgments, fines and amounts reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation; and with respect to any criminal action or proceeding if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect of any claim or matter as to which such director or officer shall have been adjudged

to be liable for negligence or misconduct in the performance of his duty to the corporation. Any indemnification under this section (unless so ordered by a court) shall be made by the corporation only authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth herein. Such determination shall be made either

- a. By a majority of the Board of Directors other than those involved in the action or proceeding, if a quorum of disinterested directors exists; or
- b. By a written opinion of independent legal counsel, if no quorum of such disinterested directors exists, or even if such a quorum of disinterested directors exists if they so direct such a written opinion; or
- c. By the shareholders.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or otherwise, and shall inure to the benefit of the



heirs, executors and administrators of such person.

ARTICLE IX.

Amendment of Articles of Incorporation.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of two-thirds of the shareholders entitled to vote in a meeting of shareholders called for such purpose as prescribed by law.

THESE ARTICLES ARE FILED PURSUANT TO IDAHO CODE 30-1-138 AND 30-1-105 AND TO THIS EXTENT ARE NOT INCONSISTENT HERewith, RESTATE AND INCORPORATE HEREIN, THOSE ARTICLES OF INCORPORATION ATTACHED HERETO AS EXHIBIT "A" AND BY REFERENCE MADE A PART HEREOF. INCORPORATOR IS THE OWNER OF ALL STOCK OF THE PRIOR CORPORATION AS REFERENCED BY EXHIBIT "A" ATTACHED HERETO.

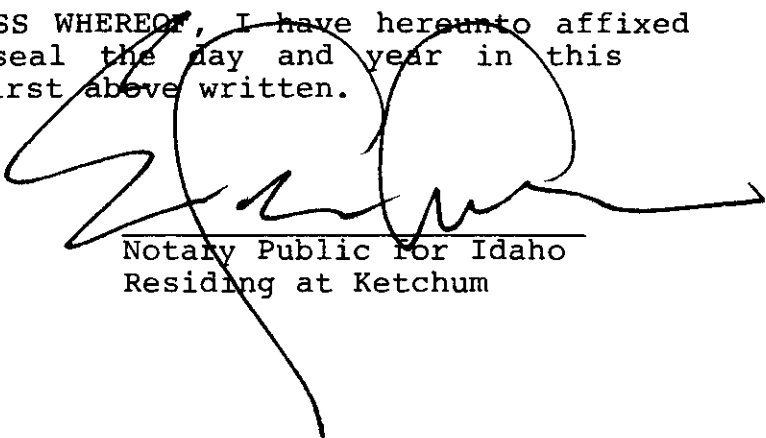
IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this \_\_\_\_ day of October, 1983.

  
ROYCE ASHER

STATE OF IDAHO                    )  
  :SS.  
County of Blaine                )

On this 20 day of October, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared ROYCE ASHER, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto affixed my official seal the day and year in this certificate first above written.



\_\_\_\_\_  
Notary Public for Idaho  
Residing at Ketchum

# Articles of Incorporation of The Ketchum Spring Water Supply Company.

Art I Know all men by these presents that we the undersigned have this day associated ourselves together for the purpose of incorporating under the laws of the Territory of Idaho an association to be known by the corporate name of the Ketchum Spring Water Supply Company.

II And we hereby certify that the objects for which this Corporation is formed are, for supplying the town of Ketchum and its inhabitants with pure water for fire, and domestic, and other purposes, through pipes laid under the surface of the ground, piping water from Cold Springs Situate about two miles easterly of Ketchum, into and through the streets and alleys of said town, establishing therein a system of substantial Water works with Hydrants, fire plugs and house pipe service.

III That the place where the principal business of this Corporation is to be transacted shall be Ketchum in the County of Blaine Territory of Idaho.

IV That the term of its existence shall be fifty (50) years from the date and after date of this Certificate.

V That the number of its Trustees or Directors shall be seven (7) and the names of those who are appointed Trustees for the first year are residents of Ketchum Idaho.

Geo Steward

Geo M Snow

Isaac S Lewis

Cha<sup>s</sup> E Griswold

P. P. Baxter

Patrick M<sup>c</sup>Mahon

W. H. Greenhow

VI That the Capitol Stock of this Corporation shall be Twenty Four Thousand (\$24000.) dollars divided into twenty four hundred (2400) shares of ten (10) dollars each.

VII That the undersigned do hereby subscribe for the amount of Capitol Stock of this association set opposite their respective names.

Names	Residence	No of shares
W H Greenhow	Ketchum Idaho	200
A Adams		200
Geo Metzler		40
W C Lewis		200
J F Jacobs		40
E J Crowley		40
E D Worswick		40
Thomas Jagne		100
Isaac Lewis		300
J W Gillette		200
Wm Kyndeman		200
F B Gording		100
C E Griswold		100
P P Baxter		100
Geo M Snow		100
Walter Clark		100
G S Callahan		40
Geo Steward		50
L D Newman		40
Patrick M Mahon		40
E D Williams		40
D H Bowman		40
James Judge		40
G E Mills		50

In witness whereof we have hereunto set our hands and seals the fourteenth day (14) of January A.D. 1889.

W H Greenhow  
A Adams  
J W Gillette  
W C Lewis

Seal  
Seal  
Seal  
Seal

## EXHIBIT A

Geo Steward	Seal
Geo M Snow	Seal
J. F. Jacobs	Seal
A. R. Gooding	Seal
C. E. Griswold	Seal
J. P. Baxter	Seal
G. S. Callahan	Seal
E. J. Cowley	Seal
L. J. Newman	Seal
E. B. Williams	Seal
I. H. Bowman	Seal
James Judge	Seal
G. E. Mills	Seal
Patrick M. Mahon	Seal
G. J. Norwick	Seal
Isaac I. Lewis	Seal
Walter Clark	Seal
G. Metzger	Seal
Tom Tague	Seal

Territory of Idaho }  
 County of Alturas } ss

On this 16<sup>th</sup> day of January A.D. 1889 personally appeared before me W. E. Peck a Justice of the Peace in and for the said County of Alturas Kelchum Precinct.

Mr H Greenhow	J. W. Gittelle	J. F. Jacobs
Geo Steward	Geo M Snow	W. E. Lewis
A. R. Gooding	C. E. Griswold	J. P. Baxter
G. S. Callahan	E. J. Cowley	L. J. Newman
E. B. Williams	I. H. Bowman	James Judge
G. E. Mills	Patrick M. Mahon	G. J. Norwick
Isaac I. Lewis	Walter Clark	J. Tague
A. Adams	G. Metzger	Geo M Metzger

Known to me to be the persons described in and who executed the foregoing instrument and who acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein stated mentioned. In witness whereof I have hereunto set my hand this day and year in this Certificate first above written

W. E. Peck  
 Justice of the Peace