

STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting:

BE IT KNOWN THAT ASH FORK DEVELOPMENT ASSOCIATION, INC.

HAVING SUBMITTED TO THE ARIZONA CORPORATION COMMISSION EVIDENCE OF COMPLIANCE WITH THE LAWS OF THE STATE OF ARIZONA GOVERNING THE INCORPORATION OF COMPANIES, IS, BY VIRTUE OF THE POWER VESTED IN THE COMMISSION UNDER THE CONSTITUTION AND THE LAWS OF THE STATE OF ARIZONA, HEREBY GRANTED THIS

CERTIFICATE OF INCORPORATION

AUTHORIZING SAID COMPANY TO EXERCISE THE FUNCTIONS OF A CORPORATION, UNDER THE LAWS NOW IN EFFECT IN THE STATE OF ARIZONA, AND SUBJECT TO SUCH LAWS AS MAY HEREAFTER BE ENACTED, FOR A PERIOD OF TWENTY-FIVE YEARS FROM THE DATE HEREOF, UNLESS SOONER REVOKED BY AUTHORITY OF LAW.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION.

In Witness Whereof, I, E. T. "EDDIE" WILLIAMS, JR.

THE CHAIRMAN, HAVE HEREUNTO SET MY HAND AND CAUSED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION TO BE AFFIXED AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 15th DAY OF June A. D. 1967

E. T. "Eddie" Williams, Jr.
CHAIRMAN.

ATTEST

George S. Lawrence

SECRETARY.

BY

ASSISTANT SECRETARY.

NO. 71179



STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting:

I, GEORGE S. LIVERMORE SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the ARTICLES OF INCORPORATION of

ASH FORK DEVELOPMENT ASSOCIATION, INC.

which were filed in the office of the Arizona Corporation Commission on the 7th day of June, 1967, as provided by law.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 7th DAY OF June A. D. 1967

BY George S. Livermore SECRETARY,

ASSISTANT SECRETARY

ARTICLES OF INCORPORATION

of

ASH FORK DEVELOPMENT ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona, and for that purpose do adopt the following Articles of Incorporation.

I

The name of this corporation shall be the **ASH FORK DEVELOPMENT ASSOCIATION, INC.**, and the principal place of business is to be located at Ash Fork, Yavapai County, Arizona.

II

The names and addresses of the incorporators are as follows:

FRANK GLOTFELTY, P. O. Box 204, Ash Fork, Arizona;

JACK CAMPBELL, P. O. Box 313, Ash Fork, Arizona;

VAL E. BARNES, P. O. Box 296, Ash Fork, Arizona;

EDWARD ACKWORTH, P. O. Box 314, Ash Fork, Arizona;

TOMMIE CAUTHEN, P. O. Box 383, Ash Fork, Arizona;

HAROLD F. CLINE, P. O. Box 412, Ash Fork, Arizona;

AMOS MURPHY, Ash Fork, Arizona; and

JOHN C. JACKSON, P. O. Box 217, Ash Fork, Arizona.

III

The general nature of the business to be transacted by this corporation and the objects and purposes to be promoted and obtained by it, are as follows:

(a) To own, buy, purchase or otherwise, lease, rent or in any other manner lawfully acquire, and to sell, rent, lease or assign to any other person, firm, corporation, county or municipality, water wells and pipe lines and mains for the transportation, delivery and sale of water; to construct, build maintain and operate a water acquisitioning and distributing system; to buy and sell water and water rights from and to

individuals, firms, corporations, counties or municipalities; to own, operate, maintain and control such meters and other appliances and pumps as may be necessary in conducting its business aforesaid; and to buy, own, sell, lease or rent all such property, real, personal or mixed if any be necessary in the conduct of its business and not contrary to law.

(b) To render constructive civic services for the promotion of the welfare of the community and of the citizens of Ash Fork, Arizona, to inculcate civic consciousness by means of active participation in constructive projects which will improve the community, state and nation. However, under no circumstances, shall this corporation be used for the promotion or stimulation of any business organization for profit, except in the attraction of business for the industrial development of Ash Fork, Arizona. In addition to the above, this corporation shall have the power to engage in any sewer disposal business.

(c) To levy dues, charges or assessments upon its stockholders for the acquisition, construction, operation, maintenance, repair and/or betterment of its facilities, and for the payment of the lawful obligations of the corporation, in accordance with and subject to limitations set forth in the By-Laws of the corporation.

(d) To acquire, hold, own and contract for any franchise for the operation of a water company issued by any agency of the State of Arizona, and the United States of America, and in this regard, to do any and all things necessary to acquire any such franchises.

(e) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, federal government, or any agency thereof, or any other body politic, government and colony, or dependency thereof.

(f) To purchase or otherwise acquire, lease or assign, mortgage, pledge or otherwise dispose of real and personal property of all kinds and descriptions whether necessary for the corporate operation or otherwise.

(g) To borrow or raise monies for any other purpose of this corporation, and, from time to time, make, accept, endorse, effect and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interests thereon by mortgage upon or pledge, or assignment in trust of the whole or any part of the property of this corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of this corporation for its corporate purposes.

(h) To compensate or remunerate any person or company for services rendered or to be rendered in the formation of this corporation, or any other corporation, business or company, or acquisition of property for them or this corporation, whether such

services were rendered before or after the formation of this corporation.

(i) To acquire the good will, rights, property, assets, business, franchises, licenses and other privileges and to undertake and assume the whole or any part of the bonds, mortgages, franchises, licenses, leases, contracts, indebtednesses, guarantees, and all other liabilities and obligations of any person, firm, association or corporation now engaged or to engage in the future in conducting a water company business, on such terms as may be agreed upon and to pay for the same in cash or any other kind of property or security or other obligation of this corporation or otherwise, or by undertaking and assuming the whole or any part of the liabilities and obligations of the transferor.

(j) To do all and everything necessary, suitable or proper for the accomplishments of any of the purposes or attainment of any of the objects hereinbefore enumerated, either alone or in association with other corporations, firms and individuals, as principals, agents, brokers, directors, trustees or otherwise, and in general to engage in any and all lawful business that may be necessary or convenient to carry on the business of said corporation and for the purposes pertaining thereto, and to do any and every other act or acts, thing or things, incidental to, growing out of or connected with said business, or any part or parts thereof.

The objects and purposes specified in the foregoing clauses shall be in no wise limited or restricted by reference to, or inference from the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes, and shall not be construed to be a limitation or qualification or in any manner to limit or restrict the purposes and objects of the corporation.

IV

The commencement of this corporation shall be the date of the issuance to it of a Certificate of Incorporation by the Arizona Corporation Commission, and it shall endure for a term of twenty-five (25) years thereafter, with the privilege of perpetual succession as provided by law.

V

This corporation shall have no capital stock, but shall admit as members all persons situate in the area of Ash Fork, Arizona, served by any franchise for distribution of water, as the same may be issued by the

Arizona Corporation Commission or any other governmental agency,
State or Federal.

VI

The affairs of the corporation shall be conducted by a Board of Directors of not less than six (6) nor more than ten (10) directors, from which Board a President, a Vice-President, a Secretary and a Treasurer shall be elected by the Board of Directors of this corporation. The Board of Directors may appoint such subordinate officers or employees as it may deem requisite. Eight (8) directors shall be elected by the membership of the corporation entitled to vote at the annual election of this corporation to be held on the first Monday in the month of August, at the hour of 8:00 o'clock P. M. thereof, if not a legal holiday, and if a legal holiday, the next business day following. At the first annual meeting of the membership, two (2) directors shall be elected for a term of four (4) years, two (2) directors shall be elected for a term of three (3) years, two (2) directors shall be elected for a term of two (2) years, and two (2) directors shall be elected for a term of one (1) year. For each subsequent annual election following the first annual election, two (2) members of the Board of Directors shall be elected to serve a term of four (4) years each. Members of this corporation shall have such voting rights as are provided for in the By-Laws of the corporation.

VII

Until their successors are elected and qualified, the following persons elected at a meeting held on the 1st day of September, 1966, in Ash Fork, Arizona, shall comprise the Board of Directors of this corporation,
to-wit:

FRANK GLOTFELTY, President
JACK CAMPBELL, Vice-President
VAL E. BARNES, Secretary
EDWARD ACKWORTH, Treasurer
TOMMIE CAUTHEN, Director
HAROLD F. CLINE, Director

AMOS MURPHY, Director
JOHN C. JACKSON, Director

VIII

EINO M. JACOBSON, Bashford Building, Prescott, Arizona, is hereby appointed Statutory Agent for and on behalf of this corporation in compliance with the provisions of Section 10-127, Arizona Revised Statutes, 1956. This appointment may be revoked by the Board of Directors at any time, which Board shall have the power to fill any vacancy in the office of Statutory Agent.

IX

The highest amount of indebtedness, direct or contingent, to which the corporation is at any time to subject itself, shall not exceed the sum of TWO MILLION (\$2, 000, 000. 00) DOLLARS.

X

The private property of the members, directors and officers of this corporation shall forever be exempt from corporate debts and obligations. However, membership certificates of the corporation shall be assessable in accordance with the provisions of the By-Laws of the corporation.

XI

Pecuniary profit shall not be considered an object of this corporation, and no income thereof shall inure to the benefit of any member, unless the same be salaried personnel appointed by the Board of Directors. In no event shall the assets of this corporation or the value thereof be distributed to the members of this corporation, and in case of dissolution, the assets shall be distributed to such governmental body or other non-profit corporation or foundation as will, as near as is practicable, utilize the same for the purposes for which this corporation was formed.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 4th day of September, 1966.

Frank Glotfelty
FRANK GLOTFELTY

Jack Campbell
JACK CAMPBELL

Val E. Barnes
VAL E. BARNES

Edward Ackworth
EDWARD ACKWORTH

Tommie Caughen
TOMMIE CAUGHEN

Harold F. Cline
HAROLD F. CLINE

Amos Murphy
AMOS MURPHY

John C. Jackson
JOHN C. JACKSON

STATE OF ARIZONA)
County of Yavapai) ss:

On this, the 4th day of September 1966, before me, the undersigned Notary Public, personally appeared FRANK GLOTFELTY, JACK CAMPBELL, VAL E. BARNES, EDWARD ACKWORTH, TOMMIE CAUGHEN, HAROLD F. CLINE, AMOS MURPHY and JOHN C. JACKSON, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Emmett [Signature]
Notary Public

My Commission Expires:
11/17/69

71179

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

FILED

JUN 7 1967

At 11:30 A. M. at request
Eino M. Jacobson
Address Bashford Bldg.,
Prescott, Ariz.
By G. Hugh
George S. Livermore SECRETARY