

V. General Information/Customer Notice

1) Filing Requirements:

- a. If the applicant is a corporation, a certified copy of its articles of incorporation must be attached to this application. If the articles and any amendments thereto have already been filed with the Commission in a prior proceeding, it will be sufficient to state that fact in the application and refer to the style and case number of the prior proceeding.
- b. An original and 10 copies of the completed application should be sent to:

Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Post Office Box 615
Frankfort, Kentucky 40602

Telephone: 502 / 564 – 3940

Sworn and Subscribed before me
this 3rd day of Sept. ~~20~~ 2004
Cassell H. Wiggins Jr.
Notary Public Ky.
My Commission Expires 05-15-05

- c. One Copy of the completed application should also be sent at the same time to:

Public Service Litigation Branch
Office of the Attorney General
Post Office Box 2000
Frankfort, Kentucky 40602-2000

- 2) A copy of the customer notice must be filed with this application. Proper notice must comply with Section 4 of this regulation.
- 3) Copies of this form and the regulation may be obtained from the Commission's Office of Executive Director; or by calling 502 / 564 – 3940.
- 4) I have read and completed this application, and to the best of my knowledge all the information contained in this application is true and correct.

Signed

Sterling Francis
Officer of the Company

Title

President

Date

9/3/2004

321 RECEIVED AND PAID
JAN 17 1933
3.30
\$50.00

ARTICLES OF INCORPORATION
OF
FRANCIS WATER COMPANY, INC.
GARRETT, KENTUCKY

IKKB

THESE ARTICLES OF INCORPORATION, made and entered into evidencing that the within stated incorporators have declared their intention of forming a corporation pursuant to Chapter 271B of the Kentucky Revised Statutes and all other acts amendatory thereof and supplemental thereto as follows:

ARTICLE I

The name of this corporation shall be FRANCIS WATER COMPANY, INC.

ARTICLE II

The total number of shares of stock authorized to be issued shall be six hundred (600) shares of common stock at no par value.

ARTICLE III

The street address of the corporations initial registered

office shall be Front Street, Garrett, Kentucky, and the name of the initial registered agent is Truly Francis.

ARTICLE IV

The mailing address of the corporation's principal office and place of business is Box 7, Garrett, Kentucky 41630.

ARTICLE V

The names and mailing address of each incorporator is as follows:

Truly Francis	Box 7 Garrett, KY 41630
Nello J. Francis	Box 7 Garrett, KY 41630
Bill Francis, Jr.	Box 37 Garrett, KY 41630
Sterling Francis	General Delivery Garrett, KY 41630
Ruth A. Francis	Rt. 1, Box 15 Allen, KY 41601
Randall Q. Francis	334 1/2 S. Main Street Bluffton, Ohio 45817

ARTICLE VI

Pursuant to the provisions of KRS 271B.8-010 (3) the

business and affairs of the corporation should be carried on by the shareholders of the corporation who shall have all of the duties otherwise vested in the Board of Directors. Further, the shareholders, when acting with the authority otherwise vested in the Board of Directors, shall be subject to the standards of conduct for directors, as provided under the provisions of KRS Chapter 271B. Further, the liability of such shareholders, when acting with the authority which is otherwise vested in the Board of Directors may be limited as from time to time approved by the shareholders in accordance with KRS 271B.8-300, and may be indemnified under the provisions of KRS Chapter 271B.

ARTICLES VII

A shareholder of the corporation, acting in the capacity as a director, shall not be personally liable to the corporation or its other shareholders for monetary damages for breach acting as a director, except for liability (a) for any transaction in which the shareholders personal financial interest is in conflict with the financial interest of the corporation or its other shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or are known to the shareholder to be a violation of law; (c) for unlawful distributions under KRS 271B.8-330-; and (d) for any transactions from which the shareholder derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his name on the 16 day of February, 1989.

Truly Francis
TRULY FRANCIS, INCORPORATOR

STATE OF KENTUCKY
...SCT
COUNTY OF FLOYD

The foregoing Articles of Incorporation were produced before me and acknowledged by Truly Francis to be his free act and deed.

This the 16th day of February, 1989.

My commission expires: Oct. 1, 1990

Marion Duffell
NOTARY PUBLIC

The foregoing instrument was prepared by:

Clifford B. Latta
CLIFFORD B. LATTA
LATTA & BROWN
P. O. BOX 550
PRESTONSBURG, KY 41653
(606) 886-8132

STATE OF KENTUCKY
S.S.
COUNTY OF FLOYD

I, CARLA "ROBINSON" BOLTON, Clerk of the County Court in and for the County and State aforesaid certify that the foregoing Articles of Inc. was on the 24th day of February 1989 at 3:35 o'clock pm lodged for record whereupon the same with the foregoing and this certificate have duly recorded in my office.

Witness my hand, this 24th day of February 1989.

CARLA "ROBINSON" BOLTON, CLERK
BY: Arne Campbell D.C.

