

2009-00484

1/29/2010

**Commonwealth of Kentucky**  
**Trey Grayson, Secretary of State**

RECEIVED

JAN 29 2010

PUBLIC SERVICE  
COMMISSION

Division of Corporations  
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<http://www.sos.ky.gov>

**Certificate of Existence**

Authentication Number: 92589

Visit <http://apps.sos.ky.gov/business/obdb/certvalidate.aspx> to authenticate this certificate.

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records of the Office of the Secretary of State,

**NORTH SHELBY WATER COMPANY**

is a nonprofit corporation duly incorporated and existing under KRS Chapter 273, whose date of incorporation is June 4, 1968 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of state have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 273.3671 has been delivered to the Secretary of State.

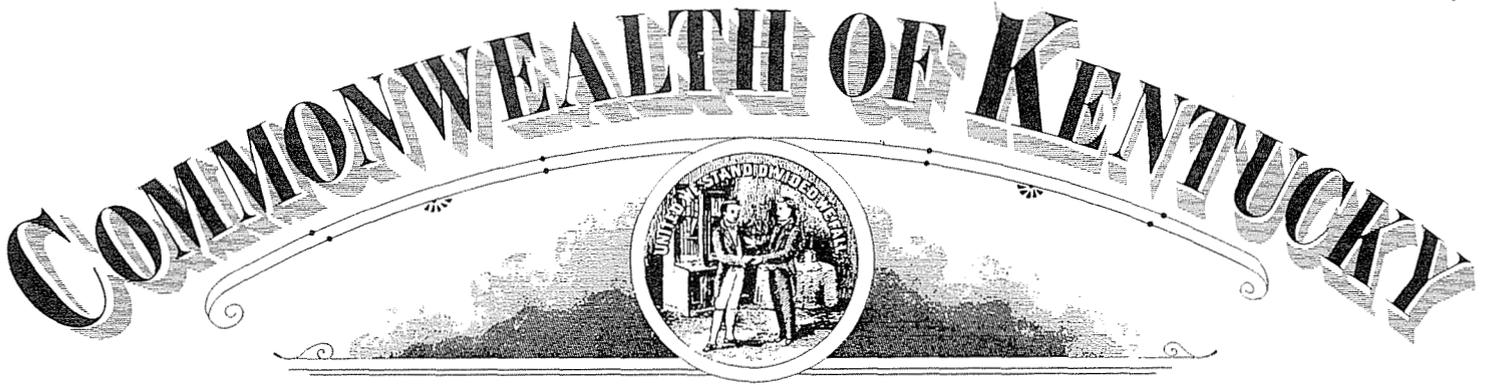
IN WITNESS THEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 29th day of January, 2010.



T76z

Trey Grayson  
Secretary of State  
Commonwealth of Kentucky  
92589/0038371

2009-00484



**Trey Grayson**  
**Secretary of State**

**Certificate**

I, Trey Grayson, Secretary of State for the Commonwealth of Kentucky, do hereby certify that the foregoing writing has been carefully compared by me with the original thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

ARTICLES OF INCORPORATION OF

NORTH SHELBY WATER COMPANY FILED JUNE 4, 1968.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 29th day of January, 2010.



*Trey*

Trey Grayson  
Secretary of State  
Commonwealth of Kentucky  
awomack/0038371 - Certificate ID: 92590

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# Commonwealth of Kentucky

## Department of State



### Office of Secretary of State

ELMER BEGLEY, SECRETARY  
DOMESTIC CORPORATION DEPARTMENT

NON-STOCK CORPORATION

I, **ELMER BEGLEY**, Secretary of the State of Kentucky, hereby certify that Articles of Incorporation of the

NORTH SHELBY WATER COMPANY

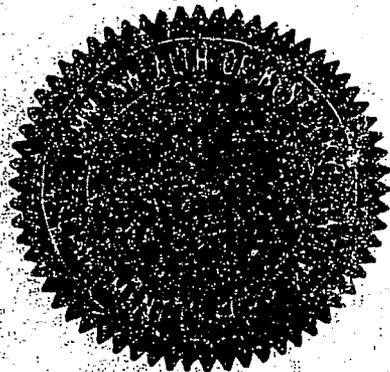
(Shelbyville, Kentucky)

has this day been filed in my office.

It appearing from said Articles of Incorporation that the said Corporation has no capital stock, and no private pecuniary profit is to be derived therefrom, the said Corporation is not required by law to pay a tax on organization; and it further appearing that the aforesaid Corporation has complied with all the requirements of the law, this certificate is issued as evidence of the fact that the said Corporation is now authorized and empowered to do business in this State under its charter, subject to the restrictions imposed by the statutes of Kentucky.

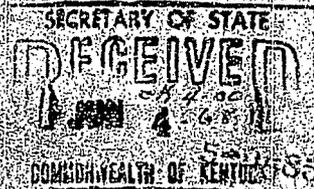
Given under my hand as Secretary of State,  
this 4th day of June 1968

By Elmer Begley  
Secretary of State



SECRETARY OF STATE

Assistant Secretary of State



ARTICLES OF INCORPORATION  
OF  
NORTH SHELBY WATER COMPANY  
Shelbyville, Kentucky

We, whose names are hereto subscribed, acting as incorporators for the purpose of forming a nonprofit corporation under the provisions of Chapter 273 of the KRS, assuming and claiming all powers, rights, privileges and immunities granted or permitted bodies corporate under said laws, and do hereby adopt the following Articles of Incorporation:

ARTICLE I.  
NAME

The name of this corporation shall be NORTH SHELBY WATER COMPANY.

ARTICLE II  
REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be at Federal Land Bank Building, Shelbyville, County of Shelby, State of Kentucky; the registered agent at such address is Ralph Mitchell.

ARTICLE III  
PURPOSE

The purpose of the said corporation shall be to establish, develop and operate a complete water supply and distribution system by purchase, development, or otherwise to construct reservoirs or water towers, erect pumping machinery, lay water mains, pipes and hydrants; to furnish and sell water to members of the corporation, public bodies and local businesses, for fire protection, drinking and general farm and domestic use and collect payment for rental or sale of same and doing all things necessary, convenient and incidental thereto.

ARTICLE IV

SEAL

This corporation shall have a seal, which seal shall contain the corporate name, Kentucky, and the words "corporate seal".

ARTICLE V

POWERS

The corporation shall have all powers provided by law.

ARTICLE VI

MEMBERSHIP

Persons may become members of the corporation as provided in the By-Laws.

ARTICLE VII

DURATION

The corporation shall have perpetual duration.

ARTICLE VIII

BOARD OF DIRECTORS

1. The affairs of this corporation shall be managed by a Board of seven (7) Directors to be elected by and from the members thereof and shall serve for three years and until their successors are elected. The size of the Board may not be changed except by amendment to these articles. At the first annual election two (2) Directors shall be elected for a term of one year; two (2) Directors shall be elected for a term of two years; three (3) Directors shall be elected for a term of three years. Thereafter Directors shall be elected for terms of three years.

2. The Board of Directors shall fill vacancies occurring in its own membership by appointment of qualified members to hold office until the next annual meeting of the membership at which meeting a member shall be elected to fill the unexpired term.

3. A majority of the Directors must be present at a meeting to conduct the business of the corporation.

4. Until the first annual election, the following persons shall be Directors:

Dudley Scearce	Route #2, Shelbyville, Kentucky, 40065
William L. Tingle	Route #3, Shelbyville, Kentucky, 40065
Robert W. Tucker	Route #2, Shelbyville, Kentucky, 40065
W. A. Lutes	Route #1, Shelbyville, Kentucky, 40065
J. W. Miles	Route #1, Bagdad, Kentucky, 40003
John A. Young	Bagdad, Kentucky, 40003
M. H. Satterly	2409 Long Run Road, Route #2, Box 261, Anchorage, Kentucky, 40223

and the following persons shall be officers:

President	Robert W. Tucker, Route #2, Shelbyville, Ky., 40065
Vice-President	John A. Young, Bagdad, Kentucky, 40065
Secretary	William L. Tingle, Route #3, Shelbyville, Ky., 40065
Treasurer	William L. Tingle, Route #3, Shelbyville, Ky., 40065

5. The Board of Directors shall have their annual meeting after the annual meeting of members hereinafter provided for, at a time and place to be designated by the President, and will elect from their own number a President, Vice-President, Secretary and Treasurer. However, the offices of Secretary and Treasurer may be combined into one office.

6. The Board of Directors shall have other meetings as provided in the By-Laws.

#### ARTICLE IX

##### MEETINGS

1. The annual meeting of the members of this corporation for the purpose of electing directors and transacting such other business as may properly come before it at such time, shall be held on the first Monday in March of each year at the time and place specified by the Board of Directors.

2. Special meetings of the members of this corporation may be called by the President at any time or place within the county upon giving

to each of the members a notice in writing mailed to his postal address as it appears in the corporation records at least ten (10) days prior to such meeting; and such meetings shall be called by him at any time upon written demand of the majority of the directors, or of any one hundred (100) members, and in case of his neglect or refusal to call such meetings, such directors or members shall unite in calling such meetings, which shall be the same as though called by the President. If the purpose of the meeting is to amend the articles, then the notice of meetings signed by the Secretary shall set forth the proposed amendment in substance. Articles may be amended by a two-thirds vote of the members present at such a meeting or voting by proxy.

#### ARTICLE X

#### INCORPORATORS

The names and addresses of the incorporators are:

Robert W. Tucker      Route #2, Shelbyville, Kentucky, 40065  
John A. Young          Bagdad, Kentucky, 40003  
William L. Tingle      Route #3, Shelbyville, Kentucky, 40065

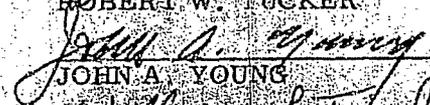
#### ARTICLE XI

#### BY-LAWS

The corporation may make and amend By-Laws at its pleasure through its Board of Directors.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 3rd day of June, 1968.

  
ROBERT W. TUCKER

  
JOHN A. YOUNG

  
WILLIAM L. TINGLE

