

COMMONWEALTH OF KENTUCKY

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BEFORE THE PUBLIC SERVICE COMMISSION

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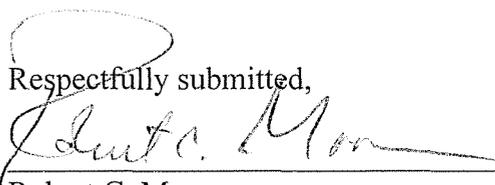
In the Matter of:

PUBLIC SERVICE  
COMMISSION

JOINT APPLICATION OF )  
 HILLRIDGE FACILITIES, INC., AND )  
 AND LOUISVILLE AND JEFFERSON ) Case No. 2012- 0373  
 COUNTY METROPOLITAN )  
 SEWER DISTRICT FOR APPROVAL OF TRANSFER )  
 OF SANITARY SEWER COLLECTION SYSTEM )  
 TO LOUISVILLE AND JEFFERSON COUNTY )  
 METROPOLITAN SEWER DISTRICT )

**NOTICE OF FILING**

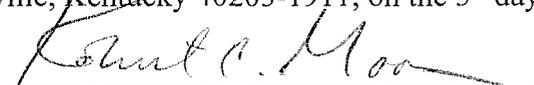
Comes Hillridge Facilities, Inc. (“Hillridge”), and hereby files its Articles of Incorporation and a Certificate issued by Alison Lundergan Grimes, the Secretary of State of the Commonwealth of Kentucky, indicating that said articles have been “carefully compared by me with the original thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy . . .”

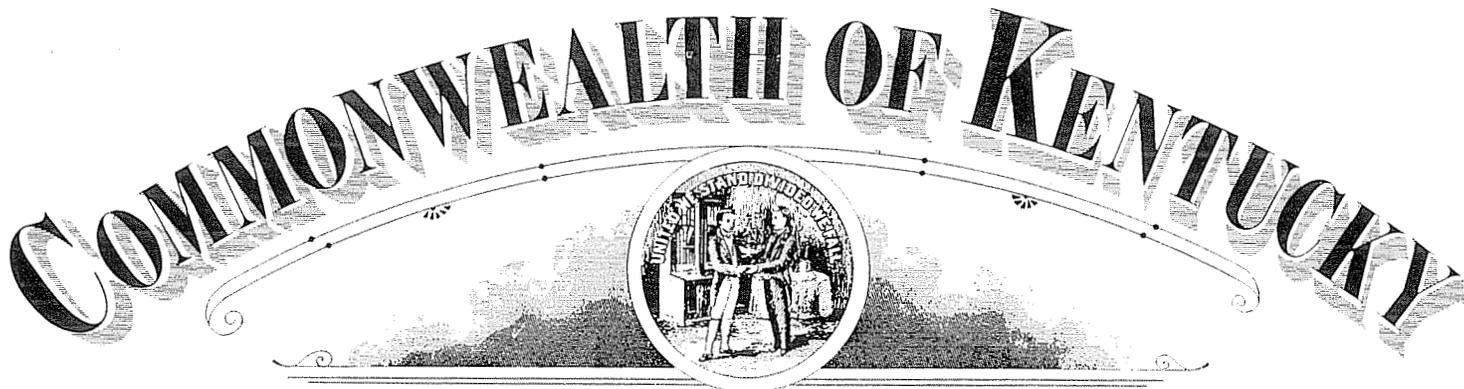
Respectfully submitted,  


Robert C. Moore  
 Hazelrigg & Cox, LLP  
 415 West Main Street  
 P.O. Box 676  
 Frankfort, Kentucky 40602-0676

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing was served by first class mail, postage prepaid, on Jeff Derouen, Executive Director, Public Service Commission, 211 Sower Blvd., P.O. Box 615, Frankfort, Kentucky 40602 and Scott Porter, Louisville-Jefferson County Metropolitan Sewer District, 700 W. Liberty Street, Louisville, Kentucky 40203-1911, on the 5<sup>th</sup> day of September, 2012

  
 Robert C. Moore



**Alison Lundergan Grimes  
Secretary of State**

**Certificate**

I, Alison Lundergan Grimes, 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

HILLRIDGE FACILITIES INC. FILED SEPTEMBER 21, 1965.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 5th day of September, 2012.



*Alison Lundergan Grimes*

Alison Lundergan Grimes  
Secretary of State  
Commonwealth of Kentucky  
mmoore/0023190 - Certificate ID: 129732

411 23190 ✓  
Commonwealth of Kentucky  
Department of State



Office of Secretary of State

THELMA L. STOVALL, SECRETARY

ARTICLES OF INCORPORATION

I, THELMA L. STOVALL, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

WILLARD E. ENGLITES, INC.

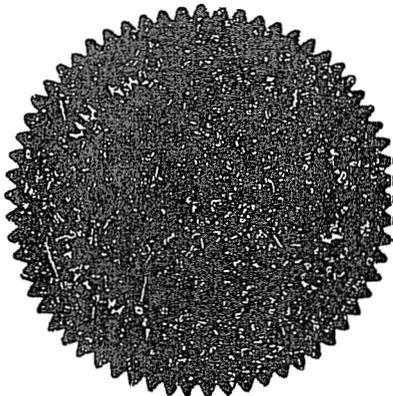
Louisville, Kentucky

duly signed and acknowledged according to law, have this day been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid

Witness my official signature this 11th day of September, 1955.

Thelma L. Stovall

Secretary of State



SECRETARY OF STATE

Assistant Secretary of State

ARTICLES OF INCORPORATION  
OF  
HILLRIDGE FACILITIES INC.

SECRET  
10  
CL 2397-17  
COMMONWEALTH OF KENTUCKY

KNOW ALL MEN BY THESE PRESENTS: THAT WE, the under-  
signed, Don Ridge, Joyce Ridge, Donald Ridge, Jr., and  
Cecilia Ridge, have associated ourselves together to form  
and do hereby form a corporation under the laws of the  
Commonwealth of Kentucky and do hereby adopt the following  
Articles of Incorporation:

ARTICLE I.

The name of this corporation is:

"HILLRIDGE FACILITIES INC."

ARTICLE II.

The objects and purposes for which this corporation  
is organized, and the business to be promoted, transacted  
and carried on, and which said corporation is vested with  
authority to promote, transact and carry on, is as follows:

- a. To accept, acquire, purchase, own, hold, service,  
repair, reconstruct, manage, operate and maintain the sewer-  
age system, including the sewerage collection system and  
appurtenances, together with a sewerage treatment plant, in  
Jefferson County, Kentucky in what is known as Hillridge  
Subdivision for the purpose of supplying sewer-  
age disposal service to all properties connected or to be  
connected to said sewerage system, that lie in said  
Hillridge Subdivision, or near or adjacent there-  
to, to the reasonable capacity of said system;
- b. To acquire, own, hold, and use real estate,  
appurtenances and easements in said subdivision and adjac-  
ent thereto, to the extent that it may be reasonably nec-  
essary to the transaction of its said business;
- c. To acquire, own, hold, and use sewer lines  
equipment and disposal and treatment units;
- d. To obligate itself to furnish continuous sewer-  
age collection and treatment services to parties owning  
property at any time connected to said system, pursuant to  
contract with such parties inuring to the benefit of such  
parties and their successors in title, at uniform rates and  
formulas for fixing rates to be set out in such contracts,  
with provisions for the transfer of said system to any body,  
division, or sanitation district at any time serving said  
area, who will take over said system or furnish a new sys-  
tem;
- e. To secure the performance of its obligations in  
any manner it may elect;

f. To contract with others to do or perform any and all things that it is authorized to do for itself;

g. To borrow money and secure the same by mortgage or pledge of its property and assets;

h. To sell, convey, transfer, deed in trust and lease real estate and personal property;

i. To do all things necessary or proper or convenient in and in connection therewith that may now or hereafter be permitted by law, the same as a natural person might or could do, and the foregoing enumerations shall not be construed in limitation of the business and powers of this corporation.

### ARTICLE III.

This corporation shall begin its corporate existence as soon as these Articles are approved by the Secretary of State of Kentucky and its existence shall be perpetual until dissolved in accordance with law.

### ARTICLE IV.

The address of the Registered Office of this corporation in Kentucky is 2143 Buechel Bank Road, Louisville, Jefferson County, Kentucky, and the name and address of the Registered Agent of this Corporation is: Don Ridge, 2143 Buechel Bank Road, Louisville, Jefferson County, Kentucky.

### ARTICLE V.

The total number of authorized par value shares of authorized Capital Stock of this corporation is 1,000 shares and the par value of each share is \$50.00 making a total authorized Capital Stock of \$50,000.00. The voting rights of stockholders shall be one vote for each share of common stock.

### ARTICLE VI.

All of the stock of this corporation shall be common stock.

### ARTICLE VII.

The corporation shall begin business when \$1,000.00 of the capital has been paid in to this corporation.

### ARTICLE VIII.

The names of the incorporators and the number of shares of stock subscribed for by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Don Ridge	2143 Buechel Bank Road Louisville, Ky.	6
Joyce Ridge	2143 Buechel Bank Road Louisville, Ky.	2
Donald Ridge, Jr.	2143 Buechel Bank Road Louisville, Ky.	1
Cecilia Ridge	2143 Buechel Bank Road Louisville, Ky.	1

ARTICLE IX.

The affairs of this corporation shall be managed by a Board of Directors. The first Board of Directors shall be elected by the stockholders upon the approval and recording of these Articles, and shall hold office until the first annual meeting of stockholders. Thereafter all Directors shall be elected for a term of one year at the regular annual meeting of the stockholders to be held at the office of the Company in Louisville, Kentucky on the 2nd in January of each year. Three directors shall be elected at the first meeting, of the stockholders.

Each Board of Directors upon being elected shall elect a President, who shall be a member of the Board, and shall also elect a Vice-President, Treasurer and Secretary, and such other officers as the business of the Company may require, which Vice-President Secretary and other officers need not be members of the Board of Directors. Any two officers except the President, may be held by the same person. All directors and officers shall hold office until their successors are elected and qualified. The Board of Directors may adopt by-laws subject to the right of the stockholders to amend and change the by-laws, but such by-laws until so amended or changed and up to the date of the amendment or change shall be valid. All officers and Directors shall hold office at the pleasure of the stockholders.

ARTICLE X.

The highest amount of indebtedness which this corporation may at any time incur and have outstanding is \$5000,000.00.

ARTICLE XI.

The private property of the stockholders shall be not liable for the payment of the debts or obligations of this corporation.

IN TESTIMONY WHEREOF, witness the signatures of the Incorporators, this 2nd day of June, 1965.

Don Ridge  
DON RIDGE  
Joyce Ridge  
JOYCE RIDGE  
Donald Ridge, Jr.  
DONALD RIDGE, JR.  
Cecilia Ridge  
CECILIA RIDGE

STATE OF KENTUCKY            )  
  ) SS  
COUNTY OF JEFFERSON        )

I the undersigned, a Notary Public, in and for the above named County and State, hereby certify that on this day the foregoing Instrument in writing was produced before me in my said State and County and was acknowledged and delivered before me in my said State and County by Don Ridge, Joyce Ridge, Donald Ridge, Jr., and Cecilia Ridge, parties thereto, and was acknowledged by them to be their act and deed.

My commission expires: 1/19/66  
WITNESS my hand this 20 day of June, 1965.

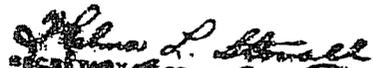
  
\_\_\_\_\_  
NOTARY PUBLIC, JEFFERSON  
COUNTY, KENTUCKY

THIS INSTRUMENT WAS PREPARED BY  
F. H. THIEMANN, JR. ATTORNEY  
519 LOUISVILLE TRUST BUILDING  
LOUISVILLE 2, KENTUCKY



ORIGINAL COPY  
FILED AND RECORDED

SEP 21 1965

  
SECRETARY OF STATE - KENTUCKY  
  
ASSISTANT SECRETARY OF STATE