

# **EXHIBIT H**

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SB-11-1-1-76

# Commonwealth of Kentucky

061375

OFFICE OF  
SECRETARY OF STATE

DREXELL R. DAVIS  
Secretary



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF INCORPORATION

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

BULLITT UTILITIES, INC.

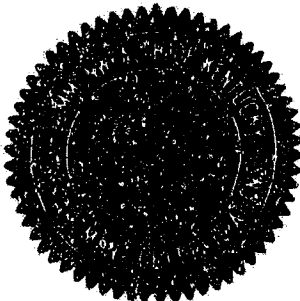
LOUISVILLE, KENTUCKY

whose initial agent for process is CARROLL F. COGAN

4141 BARDSTOWN ROAD

and whose address is LOUISVILLE, KENTUCKY 40218

duly signed according to law, have 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.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 29TH day of JANUARY, 19 76.

*Drexell R. Davis*  
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

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ORIGINAL COPY  
FILED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

JAN 29 1976

*D. J. P. Davis*  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
BULLITT UTILITIES, INC.

SECRETARY OF STATE  
**RECEIVED**

JAN 29 1976  
*C. H. P.*  
Commonwealth of Kentucky  
5585

ARTICLE I

The name of the corporation is Bullitt Utilities, Inc.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purpose of purposes for which the corporation is organized shall include the transaction of any and all lawful business for which corporations may be incorporated under the Kentucky Business Corporation Act, as amended from time to time, including but not limited to, the following purposes:

To design, construct, install, purchase, improve, dismantle, repair, own, lease, hold, rent, sell, manage and operate for its own account or for the account of others and to engage in any and all activities relating to water pollution control systems of any and all types, whether now in existence or as may hereafter be developed and wherever situated, including but not limited to any and all types of water and waste treatment and disposal systems, environmental systems, sewage treatment systems, water and waste pumping stations, tertiary treatment systems, and any and all appurtenances thereto and equipment and accessories useful in connection therewith, and generally to deal in, as principal or agent, for its own account or for the account of others, and under contract or

otherwise, all types of water pollution control systems.

To prepare engineering studies, feasibility and other reports, engineering plans, specifications and estimates for domestic or foreign sewage and industrial waste disposal systems and all other types of water pollution control systems.

To design, construct, install, purchase, improve, repair, own, lease, hold, rent, sell, and otherwise deal in all types of new and used equipment and facilities for use in sludge and waste hauling and disposal and all types of other equipment for use in water pollution control systems for its own account and for the account of others and for use by it and sale or lease to others.

To manage, supervise, and operate all types of water pollution control systems under contract or otherwise for others; to perform service, maintenance and repair work on all types of electrical and mechanical equipment relating to water pollution control systems; to render financial aid, by loans or advances to or investments in, any corporation, partnership, association, trust or other entity or person in furtherance of its water pollution control system business; and to render consulting services, advice and aid to others in the design, construction, installation, operation, repair and maintenance of water pollution control systems and all types of electrical and mechanical equipment relating thereto.

#### ARTICLE IV

The aggregate number of authorized shares which the corporation shall have authority to create and issue is One Hundred (100) shares of common stock with a par value of Ten dollars (\$10) per share. At all meetings of shareholders each shareholder shall be entitled to one vote for each share of such common stock standing in his, her or its name on the books of the corporation.

#### ARTICLE V

The affairs of the corporation shall be managed (1) by a Board of Directors consisting of not less than three (3) nor more than seven (7) members; and (2) by a president, a secretary and a treasurer, each of whom shall be elected by the Board of Directors as may be prescribed in the by-laws, and by such other officers, assistant officers, agents and employees as (a) the Board of Directors may elect or appoint either from its number or outside of them and (b) may be chosen in such manner as may be prescribed by the by-laws.

At each election of directors, the shareholders shall (before proceeding in the election of directors) determine the number of directors within the limits fixed in the Articles of Incorporation to be elected; provided that by the affirmative vote of a majority of the entire Board of Directors at any regular or special meeting thereof the number of directors may be increased to not more than the maximum number permitted in these Articles of Incorporation until the next election of directors by the shareholders, and any directorship to be filled by reason of such an increase in the number of directors may be filled by the affirmative vote of a majority of the entire Board of Directors for a term of office continuing only until the next election of directors by the shareholders and until the successor of such

At each election of directors by the shareholders each shareholder entitled to vote at such election shall have the right to cast, in person or by proxy, as many votes in the aggregate as he shall be entitled to vote under these Articles of Incorporation, multiplied by the number of directors to be elected at such election; and each shareholder may cast the whole number of votes for one candidate or distribute such votes among two or more candidates.

The time and place at which the officers of the Corporation (other than directors) are to be elected shall be such as are fixed in the by-laws.

#### ARTICLE VI

The address of the initial registered office of the Corporation is 4141 Bardstown Road, Louisville, Jefferson County, Kentucky, 40218; and the name of its initial registered agent at such address is Carroll F. Cogan.

#### ARTICLE VII

The number of directors constituting the initial Board of Directors shall be three (3), and the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Addresses</u>
Carroll F. Cogan	3001 Hayfield Drive Louisville, Kentucky 40205
Doris M. Cogan	3001 Hayfield Drive Louisville, Kentucky 40205
Martin G. Cogan	3001 Hayfield Drive Louisville, Kentucky 40205

#### ARTICLE VIII

The highest amount of indebtedness or liability which the Corporation may incur is unlimited.



ARTICLE IX

The private property of the shareholders shall not be subject to the payment of corporate debts to any extent.

ARTICLE X

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the fullest extent permitted under and in accordance with applicable statutory provisions.

ARTICLE XI

The power to alter, amend or repeal by-laws or adopt new by-laws, subject to repeal or change by action of the shareholders, shall be expressly vested in the Board of Directors.

ARTICLE XII

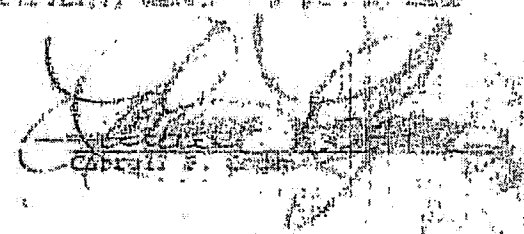
The Corporation reserves the right to amend, alter, change, add to or repeal any provisions contained in these Articles of Incorporation to the fullest extent permitted and in the manner now or hereafter prescribed by law and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XIII

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Carroll F. Coban	1001 Hayfield Drive Louisville, Kentucky 40205


IN TESTIMONY WHEREOF I, the Notary Public, Carroll F. Coogan, do hereby certify that the above and foregoing instrument of forming a corporation under the laws of the Commonwealth of Kentucky, do hereby state that said corporation was duly incorporated and I have been duly sworn in and qualified as Notary Public this January 27<sup>th</sup>, 1976.

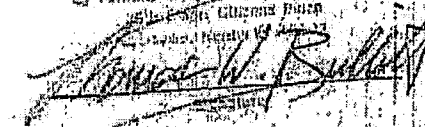
  
Carroll F. Coogan

STATE OF KENTUCKY     )  
                                  ) SS:  
COUNTY OF JEFFERSON    )

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of January, 1976, by Carroll F. Coogan.

My commission expires: Jan. 29, 1978

  
Cathy D. VanDredde  
Notary Public, Jefferson County,  
Kentucky

Witness my hand and seal this 27<sup>th</sup> day of January, 1976, at Frankfort, Kentucky.  
Notary Public, Jefferson County,  
Kentucky  
  
Thomas W. Bullitt