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FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, A. LUDLOW KRAMER, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of LUDLOW UTILITIES COMPANY  
a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of  
Howe, Davis, Riese & Jones  
977 Dexter Horton Bldg.  
Seattle, Wash. 98104  
Attn: Bradley T. Jones

Filing and recording fee . . . \$ 50.00  
License to June 30, 1968 . . . \$ 30.00  
Excess pages @ 25¢ \$ \_\_\_\_\_

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In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,  
May 10, 1968

A. LUDLOW KRAMER  
SECRETARY OF STATE  
1141

APPROVED  
AS TO FORM AND FILED

## ARTICLES OF INCORPORATION

OF

LUDLOW UTILITIES COMPANY

MAY 10 1968

A. LUDLOW KRAMER  
SECRETARY OF STATEBY *Margaret Cady*  
SUPERVISOR OF CORPORATIONS

The undersigned, acting as incorporator of a corporation under the Washington Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

## ARTICLE I.

The name of the corporation is LUDLOW UTILITIES COMPANY.

## ARTICLE II.

The period of its duration is perpetual.

## ARTICLE III.

The purpose or purposes for which the corporation is organized are:

Section 1. To establish, maintain and operate sewers and sewer systems and water supply and systems and otherwise to engage in the business of providing community services and utilities in Jefferson County, Washington, including, without limitation, the purchase, lease, receipt by donation or any other form of acquisition of water rights, water sources, distribution systems and equipment, sewer lines, sewage treatment plant, systems and equipment, the holdings of easements and franchises, the operation, maintenance and extension of

such systems, the application for and holding of necessary permits therefor, the establishment of tariffs and charges therefor, and the conduct of a utilities business in all respects; and, in respect to operations of the corporation which are subject to control or supervision of the Pollution Control Commission or Department of Health of the State of Washington, to take all such action as to comply with the statutes, rules and regulations thereof and to maintain such utilities and operations in compliance therewith.

Section 2. In general, to carry on any other legal business whatsoever in connection with the foregoing which is calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its properties.

Section 3. To sell, lease, mortgage, or otherwise convey, the property and business of the corporation or any part of it, to any individual, association, corporation, whether business or non-profit, or to any local utility district, municipal organization, or any other governmental body whatsoever, agreeing in any event so to do by such transfer of the utility business of the corporation to an appropriate district, municipal or governmental body, in event of failure or inability of the corporation to operate its sewer utility or water utility in accordance with properly applicable requirements of the Pollution Control

Commission or Department of Health of the State of Washington.

Section 4. To engage in generally and carry on any business or trade which it is lawful for a corporation formed under the Washington Business Corporation Act to engage in or carry on.

ARTICLE IV.

The aggregate number of shares which the corporation shall have the authority to issue is 500 shares of common stock having a par value of \$100.00 each.

ARTICLE V.

The corporation will not commence business until at least \$500.00 has been received by it as consideration for the issuance of shares.

ARTICLE VI.

The owners of shares of stock of this corporation of any class shall not be entitled as such as a matter of right to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

## ARTICLE VII.

Section 1. At all meetings of shareholders, a quorum shall consist of a majority of the shares entitled to vote represented in person or by proxy. A quorum being present, the affirmative vote of the majority of the shares represented at the meetings and entitled to vote on the subject matter shall be sufficient to constitute the act of the shareholders in any matter coming lawfully before the meeting.

Section 2. Each shareholder entitled to vote at any election for directors shall have the right to vote in person or by proxy the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, but he shall not be entitled to cumulate his votes.

Section 3. The Board of Directors shall have full power to adopt, alter, amend or repeal the by-laws or adopt new by-laws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the by-laws.

Section 4. The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the

corporation are granted subject to this reservation.

Section 5. The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its Directors, officers and stockholders and with corporations, associations, firms and entities in which they are or may be or become interested as Directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such Director, officer or stockholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the

corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

ARTICLE VIII.

The address of the initial registered office of the corporation is 208 Second and University Building, Seattle, Washington 98101, and the name of its initial registered agent at such address is R. D. BRUCE.

ARTICLE IX.

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

<u>Name</u>	<u>Address</u>
R. D. Bruce	1227 N. W. Norcross Way Seattle, Washington 98177
Robert E. Baird	15951 N. E. First Bellevue, Washington 98004
L. H. Hemila	9820 N. E. 26th Bellevue, Washington 98004



ARTICLE X.

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Pope & Talbot Development, Inc.	208 Second & University Bldg. Seattle, Washington 98101

IN WITNESS WHEREOF, I have hereunto set my hand to these Articles of Incorporation this 2<sup>nd</sup> day of May, 1968.

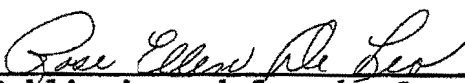
POPE & TALBOT DEVELOPMENT, INC.

By   
R. D. Bruce, President  
and   
Robert E. Baird, Secretary

STATE OF WASHINGTON )  
) ss.  
County of King )

On this day personally appeared before me R. D. BRUCE and ROBERT E. BAIRD, to me known to be the President and Secretary respectively of POPE & TALBOT DEVELOPMENT, INC., the corporation that executed the foregoing instrument and acknowledged the same instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute the said instrument, and that the seal affixed is the corporate seal of said corporation.

WITNESS my hand and official seal hereto affixed this 2<sup>nd</sup> day of May, 1968.

  
Notary Public in and for the State  
of Washington, residing at Seattle