

Arizona Water Co.

Arizona Water Company.

Certificate of Incorporation

and

By-Laws.

C. G. Burgoyne, Walker and Centre Streets, N. Y.

State of Maine.

Certificate of Organization of a Corporation Under the General Law.

The undersigned, officers of a corporation organized at Augusta, Maine, at a meeting of the signers of the articles of agreement therefor, duly called and held at the office of C. W. Jones in the City of Augusta on Monday the seventh day of November, A. D. 1898, hereby certify as follows :

The name of said corporation is **Arizona Water Company.**

The purposes of said corporation are :

The constructing, acquiring, owning, operating, leasing, renting and selling irrigating canals, water rights, water privileges, or the right to the use and flow of river, lake and other waters whatsoever ; for acquiring, constructing, owning, operating, leasing, renting and selling water-works ; for the supplying and furnishing water, light, heat and power for public, private, general, special, domestic and manufacturing uses and purposes ; for the purpose of building, acquiring, owning and operating, leasing, renting and selling all convenient or necessary dams, canals, reservoirs, ditches, dikes, bridges or other constructions for the impounding, conveyance and transmission of water for present or future use or distribution ; for the purpose of building,

acquiring, owning, operating, leasing, renting and selling such power houses, electric-light and gas plants, electric lines and gas mains as may be necessary or convenient for the generation or transmission and conveyance of power, heat and light; for the purpose of acquiring, owning, leasing, renting or selling, cultivating and improving, lands and real estate; for the purpose of acquiring, holding, owning and selling stocks and bonds of other corporations engaged in any business in which this company may or could be engaged, or which may be a consumer or user of any of the products or assets of this company, including the right to consolidate with any such company or companies in any manner whatsoever for the purpose of acquiring, building, constructing, renting, leasing or selling any manufacturing plant or plants which may use or may be using any product or products of this company; to borrow money for the use of the company, and to secure the payment of the same by mortgage of any or all of the real estate, personal property, rights, privileges and franchises of the company, and to conduct any other lawful business which may be incident to or connected with the proper development and utilization of any property which the company may own or control. This corporation shall have no authority to make, generate, sell, distribute or supply electricity or gas in the State of Maine other than as provided by Chapter 102 of the Public Laws of 1895.

The private property of members of said corporation shall be exempt from liability for debts of the corporation beyond the amount of unpaid installments on the stock owned by them respectively.

The amount of capital stock is **One million five hundred thousand dollars.**

The Amount of capital stock already paid in is Five Thousand Dollars.

The par value of the shares is **One Hundred Dollars.**

The names and residences of the owners of said shares are as follows :

Names.	Residence.	No. of Shares.
Arthur B. Leach, New York City.....	-----	10
Morgan G. Bulkeley, Hartford, Conn.....	-----	10
Charles S. Fairchild, New York City.....	-----	10
William H. Burrows, Middletown, Conn.....	-----	10
Hiram R. Steele, New York City.....	-----	2
E. Allen Frost, Chicago, Ill.....	-----	1
John R. Timan, New York City.....	-----	1
Edward I. Sanford, New York City.....	-----	1
Andrew Crawford, Chicago, Ill.....	-----	1
Frank H. Edmunds, New York City.....	-----	1
Charles W. Millard, New York City.....	-----	1
A. S. Bard, New York City.....	-----	1
William J. Murphy, Arizona Territory.....	-----	1
		50
In Treasury unissued.....	-----	14,950
		15,000

Said corporation is located at Augusta in the County of Kennebec.

The number of directors is 13 and their names are Arthur B. Leach, Morgan G. Bulkeley, Chas. S. Fairchild, William H. Burrows, Hiram R. Steele, E. Allan Frost, John R. Timan, Edward I. Sanford, Andrew Crawford, Frank H. Edmunds, Chas. W. Millard, A. S. Bard, Wm. J. Murphy.

The name of the clerk is C. W. Jones and his residence is Augusta, Maine.

The undersigned Arthur B. Leach is president; the undersigned Osborn W. Bright is treasurer; and the undersigned Arthur B. Leach, Frank H. Edmunds, Hiram R. Steele, Charles W. Millard, Albert Sprague Bard, John R. Timan, Edward I. Sanford and Charles S. Fairchild are a majority of the directors of said corporation.

Witness my hands this seventh day of November,
A. D. 1898.

ARTHUR B. LEACH,
President.

OSBORN W. BRIGHT,
Treasurer.

ARTHUR B. LEACH, FRANK H. EDMUNDS, CHARLES W. MILLARD, HIRAM R. STEELE, ALBERT SPRAGUE BARD, JOHN R. TIMAN, EDWARD I. SANFORD, CHARLES S. FAIRCHILD,	}	Directors.
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STATE OF NEW YORK, }
County of New York, } ss. :

NOVEMBER 9TH, A. D. 1898.

Then personally appeared Osborn W. Bright, Treasurer ;
Frank H. Edmunds, Charles W. Millard, Hiram R. Steele,
Albert Sprague Bard, John R. Timan, Edward I. Sanford
and Charles S. Fairchild, and severally made oath to the
foregoing certificate that the same is true.

Before me.

M'CREADY SYKES,
Notary Public (154), [L. s.]

[I. R. Stamp.]

N. Y. Co.

State of Maine.

Attorney-General's Office, November 15, A. D. 1898.

I hereby certify that I have examined the foregoing certificate, and the same is properly drawn and signed, and is conformable to the constitution and laws of the State.

WILLIAM T. HARRIS,
Attorney-General.

RECORDED.

Kennebec ss.

Registry of Deeds.

Received November 16, 1898, at 9

h. 14 m. A. M.

Recorded in Vol. 429, Page 14.

Attest:

G. R. SMITH, Register.

STATE OF MAINE.

Office of Secretary of State,

Augusta, Nov. 16, 1898:

A copy of the record of the within certificate of organization, duly certified by the Register of Deeds of Kennebec County, has this day been received and filed in this office.

Recorded in Vol. 28, Page 499,
of Records of Corporations.

Attest:

S. J. CHADBOURNE,
Deputy Secretary of State.

By-Laws

OF THE

Arizona Water Company.

ARTICLE I.

Stockholders' Meetings.

SECTION 1. REGULAR MEETING.—The first regular annual meeting of the stockholders of the Company, for the election of directors and the transaction of such other business as may come before it, shall be held at the principal office of the Company, in the City of Augusta, State of Maine, on the third Tuesday in January (1900), at two o'clock P. M. And regular annual meeting of the stockholders shall thereafter be held on the third Tuesday of January of each year at the principal office of the Company in Augusta, Maine, at two o'clock P. M. A written or printed notice thereof shall be mailed to each stockholder of record, directed to his post-office address, at least fifteen days before the date of the meeting. For the purpose of such notice, or any other notice required by these By-Laws or otherwise to be given to the stockholder, each stockholder's address shall be deemed the address given by him on the issue of his certificate of stock and written in the transfer book, and, in default of such address having been then given, his address shall be the last address appearing on the records or books of the corporation.

At the regular annual meetings of the stockholders and adjournments thereof it shall not be necessary to have a majority of the stock present in person or by proxy to constitute a quorum, but at such annual meeting twenty-five per cent. shall constitute a quorum, and any action taken upon any proposition or any election by a majority of the stock present and voting upon that particular election or proposition shall be final and binding upon the Company.

SECTION 2. SPECIAL MEETINGS.—Special meetings of the stockholders may be called by the President, by a majority of the Directors, or by the holders of a majority of the stock outstanding, at any time by giving thirty days' notice thereof; such notice shall state time and place of holding such meeting and generally the business to come before the meeting, and shall be published once in each week for four consecutive weeks immediately preceding the date set for such meeting, in one or more newspapers published respectively in the City of Chicago and in the City of New York. A copy of such notice shall also be mailed to each stockholder of record at least thirty days prior to the date set for such meeting. All special meetings of the stockholders shall be held at the office of the Company in the City of Augusta, Maine.

At all meetings of the stockholders, except the regular annual meeting, and adjournments thereof, stockholders representing in person or by proxy a majority of the stock outstanding shall constitute a quorum, and all proceedings taken at a Special Meeting of the stockholders must be approved by a majority vote of all the stock represented at such meeting.

SECTION 3. CONDUCT OF MEETINGS.—The President, and in his absence the Vice-President, shall preside at all meetings of the stockholders, and, in the event of both being absent, the Resident Clerk of the Company in Augusta shall preside; In the event of all three being absent, then the stockholders may elect their own Chairman.

In case the right to vote upon any share of stock shall be questioned, the Inspectors of the election shall refer to the stock books of the corporation to ascertain who are the stockholders, and, in case of a discrepancy between the books, the transfer book shall control and determine who are entitled to vote. No stock shall be voted upon which shall have been transferred within ten days prior to the date of the meeting.

A majority of stockholders present at any meeting, either in person or by proxy, even though there shall not be a quorum, shall have the right to adjourn such meeting to a fixed date thereafter, or otherwise without further notice or

upon such notice as they may deem advisable, and at such adjourned meeting any business which might properly come before the original meeting may be considered and acted upon.

At the regular meeting of the stockholders the several officers of the Company shall present written reports of the condition of their several offices for the preceding year.

SECTION 4. CUMULATIVE VOTING.—At all elections of directors each stockholder shall have the right at his election to cumulate his vote as hereinafter provided in Article II, Section 1.

ARTICLE II.

Directors.

SECTION 1. ELECTION.—The Directors, thirteen in number, shall be elected by the stockholders at the regular annual stockholders' meeting of each year, or at any special meeting called for that purpose, and shall hold office until their successors are duly elected.

At all elections for Directors every stockholder shall have the right to vote in person or by proxy for the number of the shares of stock owned by him for as many persons as there are directors to be elected, or to cumulate such votes and give one candidate as many votes as the number of directors multiplied by his shares of stock shall equal, or to distribute them upon the same principle among as many candidates as he shall think fit, and such directors shall not be elected in any other manner. All elections for directors shall be by ballot, and the directors shall hold office until the next succeeding annual meeting and until their several successors are duly elected. In case of any vacancy in the office of a director, the same may be filled by the remaining directors until such time as the stockholders may elect a director to fill the vacancy. In filling such vacancy the Board of Directors shall vote by ballot; a majority shall be necessary to elect; and where the vacancy has occurred by a director's resignation, such

resigning director shall be entitled to vote with the other directors for his successor.

SECTION 2.—QUALIFICATIONS. All directors shall, when elected and during their continuance in office, be stockholders of the Company; Provided, that any director properly elected may afterwards qualify by becoming a stockholder of the Company. If any director cease to be a stockholder, a vacancy shall thereby be created, but the director shall hold over until the vacancy shall be filled; Provided, that no action of the Board of Directors shall be deemed void by reason of one or more directors not having been stockholders at the time the action of the Board was taken.

There shall be no qualification as to residence or citizenship of the directors; all or any of them may be residents of any State or States or elsewhere; none of them need be residents of the State of Maine.

SECTION 3. ORGANIZATION. The retiring President shall, as soon as convenient and within three weeks after the annual meeting of the stockholders, upon notice in the manner and at the place as hereinafter provided for the regular annual meeting, convene the Board of Directors for the purposes of organization, election of officers and committees, and the transaction of any business which may come before them. Any directors may in writing waive notice of the meeting, and in case of such waiver by all the directors no notice need be given.

SECTION 4. REGULAR MEETINGS. Regular annual meetings of the Directors shall be held on the second Tuesday of January in each year. Such meetings may be held in the City of Chicago, or in the City of New York, and at such hour and place as shall be designated by the President or Acting President in the notice thereof. Such notice shall be mailed to each Director at the address last given on the books or records of the corporation at least ten days before the date of such meeting. Any Director may in writing waive notice of the meeting, and in case of such waiver by all the Directors no notice need be given.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held at any time in the City of Chicago, or in the City of New York, at the call of the President, or of any seven directors. Notice thereof shall be given as in the last section provided for regular meetings of the Board of Directors; and notice may be waived in the same manner as therein provided for waiver of notice of regular meeting.

SECTION 6. EXECUTIVE COMMITTEE.—The Executive Committee shall consist of the President and two other Directors elected by ballot by the Directors at their first meeting, at which election a majority of those present shall be necessary to elect. The Executive Committee shall advise and direct executive and ministerial officers of the Company in regard to its affairs and policy to be pursued in the transaction of business. It shall have power to employ agents, servants and employees (but no contract shall be made for the employment of any person for a longer period than one year), and at all times subject to the limitation of the Articles of Incorporation, and of these By-Laws, and of the Constitution and Statutes of the State of Maine; shall have power and authority to act for and on behalf of the Company in the conduct of its business; it shall have general management and supervision of the affairs of the Company; it shall have power to negotiate contracts on behalf of the Company; may sell and dispose of such property and material of the Company as are not necessary for the use of the Company; and shall have power to do and perform any and all other duties not herein otherwise expressly provided for. The enumeration of the powers herein expressly vested in the Executive Committee shall not be held to limit or define the general powers vested therein.

SECTION 7. POWERS OF DIRECTORS.—The Board of Directors or the Executive Committee shall have all powers in the management of the Company's affairs which are not inconsistent with these By-Laws; and the Executive Committee shall be subject to the control of the Board of Directors.

ARTICLE III.

Officers.

SECTION 1. OFFICERS—ELECTION. The officers of the Company shall consist of a President, a Vice-President, a Resident Vice-President, a Secretary, an Assistant Secretary, a Treasurer, Assistant Treasurer and a Clerk, the offices of any two of which may be combined and conferred upon one person; shall be elected by ballot by the Board of Directors at the first meeting held after the annual meeting of the stockholders. At such election, in the case of each office, a majority shall be necessary to elect. The officers shall serve under the direction of the Board of Directors.

SECTION 2. POWERS AND DUTIES OF OFFICERS.

(a) PRESIDENT. The President shall be the chief executive officer of the Company, and shall preside at all meetings of the stockholders, of the Board of Directors and of the Executive Committee, and shall, when the Executive Committee is not in session, be vested with all the powers of the Executive Committee, and shall have power, in his discretion, to call meetings of the Executive Committee and of the Board of Directors. He shall have authority to sign and endorse, in behalf of the Company, checks, drafts, notes, warrants and orders, and to sign, execute and acknowledge any and all deeds of conveyance, mortgage, trust deed, release, powers of attorney, assignments of mortgage and other choses in action and evidence of debt, or any other instrument of whatsoever kind or nature authorized by the Board of Directors or Executive Committee. Any vacancy occurring in the office of the President shall be filled by the Board of Directors.

(b) VICE-PRESIDENT. The Vice-President shall, in case of the absence or inability of the President, have all the powers and perform any or all of the duties of such officer; provided, however, that the Vice-President shall not at any time act in the capacity of General Manager of the Company, unless ordered to do so by the Board of Directors or by the Executive Committee.

(c) RESIDENT VICE-PRESIDENT. The Resident Vice-President shall reside at Phoenix, Arizona, and shall be the General Manager of the Company. He shall, in conjunction with the Treasurer, or Assistant Treasurer, have authority to sign and endorse, in behalf of the Company, checks, drafts, notes, warrants and orders; and, in conjunction with the Secretary or Assistant Secretary, shall have authority to sign, execute and acknowledge any and all deeds of conveyance, mortgage, trust deed, release, powers of attorney, assignments of mortgage and other choses in action and evidence of debt, or any other instrument of whatsoever kind and nature authorized by the Board of Directors or Executive Committee. He shall, subject to the order, direction and supervision of the Board of Directors and the Executive Committee and President, have general control and management of the affairs and business of the Company.

(d) SECRETARY. The Secretary of the Company shall attend all meetings of the Board of Directors and of all Committees, except such Committees as shall choose their own Secretary, and shall keep accurate minutes of all proceedings and duly record same in a book to be kept by him for such purpose. He shall have power to affix the seal of the Company to all instruments by him attested, and, together with the President, to execute all conveyances or other formal instruments requiring formal execution by the Company under its corporate name and seal. He shall be the custodian of all records and files of the Company not required to be kept by the clerk, and shall from time to time, whenever requested to do so, make full detailed reports regarding the same to the President, Vice-President, the Board of Directors, the Executive Committee and to the stockholders when in meeting lawfully assembled. All books, records and files of the Company shall at all times be open to the inspection of the Chairman of the Board, President, Vice-President, Board of Directors and the Executive Committee. The Secretary shall, at the termination of his services, turn over to the Company all books, records, files and other property of the Company in his possession or for which he is responsible.

(e) ASSISTANT SECRETARY. The Assistant Secretary shall

reside at Phoenix, Arizona, and shall have equal rights with the Secretary of the Company in the use of the Corporate seal, and shall have equal right to affix the same to all instruments by him attested, and together with the President or Resident Vice-President execute all conveyances or other formal instruments requiring formal execution by the Company under its corporate name and seal; and shall also, in the absence of the Secretary, be vested with all the other powers of the Secretary.

(*f*) TREASURER. The Treasurer shall keep accurate accounts in such form as may be approved by the Board or by the Executive Committee, of all moneys of the Company received and paid out by him. He shall receive and receipt for all money due the Company, and all money so received by him shall be deposited daily to the credit of the Company, and not otherwise, in some bank or trust company designated by the Executive Committee, or by the Board of Directors. He shall have authority to endorse, on behalf of the Company, for the purpose only of transfer to a depository bank or trust company to be deposited therein, all checks, drafts, warrants and orders, and, in conjunction with the Resident Vice-President, shall have authority to sign and endorse in behalf of the company, checks, drafts, notes, warrants and orders. He shall, whenever required by the Board of Directors or the Executive Committee, render a report of all moneys received and disbursed by him, and of the amount of money in his hands, and shall perform such other appropriate duties and have such power as may be required of him or granted him by the Executive Committee or Board of Directors.

(*g*) ASSISTANT TREASURER. The Assistant Treasurer shall reside at Phoenix, Arizona and shall have equal rights with the Treasurer in the keeping of accounts, receipting for money, and the drawing and endorsement of checks, drafts, notes, warrants, etc., on behalf of the Company and shall be subject to the same limitations and restrictions as the Treasurer.

(*h*) CLERK. The Clerk shall be located at such point as the Directors may from time to time determine in compliance with the Statutes of the State of Maine. He shall attend all meetings of the stockholders and shall keep ac-

curate minutes of all their proceedings and duly record same in a book to be kept by him for such purpose. He shall keep such records, serve such notices, and perform such duties as are prescribed by or provided for in and by the Constitution and Laws of the State of Maine.

(i) GENERAL PROVISIONS. All employees, servants and agents of the Company shall perform such duties as may be imposed upon them, and have such powers as may be specially given them by the President, by the Board of Directors, or the Executive Committee.

All officers and agents not elected by the Board shall be subject at any time to removal by the Executive Committee, and any officer elected by the Board may be removed by the Board, or may be suspended by the Executive Committee, subject to being reinstated by the Board.

ARTICLE IV.

Certificates and Transfers of Stock.

SECTION 1. ISSUE AND REGISTRATION. All certificates of stock shall be signed by the President or Vice-President and by the Secretary or Assistant Secretary. The certificates of stock shall be numbered consecutively and entered in a book for the registration of stockholders and re-entered therein from time to time as changes may occur in ownership. No stock shall be issued except for cash or for property transferred to the Company, and on such transfer the value or values thereof shall be determined by the Board of Directors or Executive Committee, and its determination shall be final.

SECTION 2. TRANSFER. In order to make a valid transfer of stock it shall be necessary for the stockholder to sign, in person or by his attorney in fact, duly authorized thereunto in writing, an instrument of sale and transfer, written or printed on the certificate of stock to be transferred or on the back thereof, setting forth the number of shares transferred and the person to whom transferred, and, if required by the Company, the signature of the stockholder or his attorney in fact must be properly acknowledged, as required by the Statutes of Maine for deeds of real estate.

Certificates of stock surrendered shall be canceled by the Company at the time of the transfer. The person in whose name the stock shall at any time be registered on the books of the Company shall be deemed the registered owner thereof.

No transfer of stock shall be made during the period of ten days immediately preceding any meeting of the stockholders. During such ten days the transfer books of the Company shall be closed.

SECTION 3. NEW YORK OFFICE.—There may be an office or offices for the transfer and registration of stock and bonds in the City of New York, subject to any requirements of the Laws of the State of Maine.

ARTICLE V.

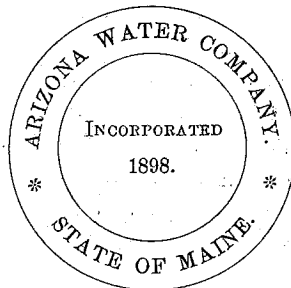
Waiver of Notices.

SECTION 1. WAIVER.—Any stockholder, director, member of the Executive Committee or other person may waive any notice required by these By-Laws. In case, however, where it is required by statute that notices shall be given in a particular manner, notices shall be given in the manner designated by the statute.

ARTICLES VI.

Seal.

SECTION 1. SEAL.—The common seal of the Company shall consist of a round seal, with the words "Arizona Water Company" in the margin thereof, with the words "Incorporated 1898" in the centre, in the following design:



There shall be two seals of the same design, one to be in the possession of the Secretary and the other to be in the possession of the Assistant Secretary, either one of which shall constitute the official seal of the company.

ARTICLE VII.

Amendments.

SECTION 1. AMENDMENTS.—These By-Laws may be altered, changed, amended or repealed and new by-laws adopted at any regular or special meeting of the Board of Directors, by a majority vote of all the Directors.