

APPROVED  
AND  
FILED  
JUL 13 1974

ARTICLES OF INCORPORATION

OF

SHOREWOOD FOREST UTILITIES, INC.

  
SECRETARY OF  
STATE OF INDIANA

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as "the Corporation") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971 (hereinafter referred to as "the Act"), executed the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Shorewood Forest Utilities, Inc.

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

(a) To associate the members of the Corporation together in their mutual and community benefit by constructing, maintaining, operating and owning rural water and sewer utility systems.

(b) To engage, on the basis of not-for-profit, in the distribution and sale of water to rural areas, in sewage disposal service within rural areas of the State of Indiana, and in the rural water and sewer system business.

(c) To furnish, supply, transmit, transport and distribute water, and make reasonable charges therefor, and to acquire, construct, maintain, repair, operate and renew all works, pipelines, dams, distribution systems, pumping stations, properties, facilities and structures and to obtain and use all franchises, permits, contract rights, easements, rights of way, water, water rights, water power, sources of water supply, rights and privileges required or useful in the performance of its business.

(d) To collect, treat, purify and dispose of in a sanitary manner liquid and solid waste, sewage, night soil and industrial waste, and make reasonable charges therefor, and to acquire, construct, maintain sewers, submain sewers, local and/or lateral sewers, intercepting sewers, outfall sewers, force mains, pumping stations, ejector stations and all other equipment and appurtenances necessary or useful and convenient for the rendition of such service and to obtain and use all franchises, permits, contract rights, easements, rights of way and any other rights and privileges required or useful in the performance of its business.

(e) To purchase, lease, erect, construct or otherwise acquire (including the acquisition of real estate and any interest therein by condemnation or appropriation under and pursuant to the existing laws of the State of Indiana and any subsequent modification thereof), exchange, sell, let or otherwise dispose of, own, maintain, develop and improve any and all property, real or personal, useful in connection with the business of the Corporation.

(f) To apply for, register, obtain, purchase, lease, or otherwise acquire any and all patents, patent rights, copy-rights, licenses, privileges, inventions, improvements and processes relating to or useful in connection with the business of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell, traffic in and exchange the same.

(g) To purchase, acquire, own, invest in, assign, transfer, pledge or otherwise dispose of or deal in the stocks, voting trust certificates for stocks, bonds and other securities and obligations of or other interests whatsoever in or in respect of any corporation or association, domestic or foreign, insofar as the same shall be consistent with the purposes of the Corporation; and while the owner of any such stocks, bonds or other obligations, to possess and to exercise in respect thereof all the rights, powers and privileges of individual owners or holders thereof and to exercise any and all voting powers thereon.

(h) To borrow money for the purpose of the Corporation and to issue, sell or pledge its obligations and evidences of indebtedness, and to mortgage its franchises and the whole or any part of the property or assets of the Corporation, either personal or real, to serve the payment thereof.

(i) To engage in the rendering of public utility service generally and to carry out its purposes in this state and elsewhere; to have one or more offices out of this state,

and to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey or otherwise dispose of property, real or personal, tangible or intangible, out of this state.

(j) To take, acquire, condemn, and appropriate land, real estate, or any interest therein, for carrying out its purposes, objects and business, all as is provided by the laws of the State of Indiana and is particularly provided in Chapter 218 of the Acts of the General Assembly of Indiana of 1929 (IC 1971, 32-11-3).

The purposes specified in the foregoing clauses of this Article shall not be limited or restricted by reference to or inference from the terms of any clause of this or any other Article herein. The above stated purposes shall be construed both as purposes and powers. The enumeration of specific powers at any place in these Articles shall not be held to limit or restrict in any manner the general powers and privileges which the Corporation has under the Indiana Not-For-Profit Corporation Act of 1971 or which it may have under the present or future laws of the State of Indiana. However, the Corporation shall not, by implication or construction of the above stated purposes or the enumeration of specific powers at any place in these Articles, be deemed to possess the power of engaging in any activity for the purpose of or resulting in the pecuniary remuneration to, or profit of, its members, except the foregoing shall not be deemed to prohibit reasonable compensation to members of the Corporation for services actually rendered.

### ARTICLE III

#### Period of Existence

The period during which the Corporation shall continue is perpetual.

### ARTICLE IV

#### Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is Stanley E. Hunt, 762 Buckeye Court, Noblesville, Indiana 46060.

Section 2. Principal Office. The post office address of the principal office of the Corporation is 762 Buckeye Court, Noblesville, Indiana 46060.