

# State of Oregon

## CORPORATION DEPARTMENT Certificate of Filing Articles of Association

**To all to whom these presents may come, greeting:**

**Know ye**, that *whereas David M. Paul, R. Verl Anundi, Alex Halava, A.W. George and Raymond E. Johnson having presented Articles for a Cooperative Association organized and formed under and pursuant to the Laws of the State of Oregon, and paid the organization and annual license fees;*

**Now therefore I, Maurice Hudson**, *Corporation Commissioner of the State of Oregon, DO HEREBY CERTIFY, that said Articles of Association have been filed in the office of the Corporation Commissioner; that the name assumed by said association is*

### QUINCY WATER ASSOCIATION

*the duration is perpetual; the enterprise, business, pursuit or occupation in which this association purposes to engage is as follows:*

- A- To associate its members together for their mutual benefit and to further the rehabilitation of said members, and to that end to construct, maintain and operate a private water system for the supplying of water for domestic, livestock and garden purposes to its members, and for the sale of any surplus water remaining after the needs of its members have been satisfied, and to engage in any activity related thereto, including, but not limited to, the acquisition of water by appropriation, maintenance and repair of wells and springs, pumping equipment, water mains, pipe lines, valves, meters and all other equipment necessary to the construction, maintenance and operation of a water system.
- B- To borrow from any source, money, goods or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefor in any manner permitted by law.
- C- To acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of capital stock or bonds, or become a member or stockholder of any corporation or association engaged in related activities.
- D- To buy, lease, hold and exercise all privileges of ownership in and to such real property and personal property as may be necessary or convenient for the conduct and operation of the business of the association or incidental thereto.
- E- To establish reserves and to invest the funds thereto in stocks, bonds and other property as the board of directors may deem satisfactory.
- F- To have and exercise all powers, privileges and rights conferred on corporations by the laws of the state of Oregon and all powers and rights incidental.
- G- The forgoing shall be construed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers

conferred on this association by the laws of the state of Oregon, all of which are hereby expressly claimed.

The authorized capital stock is: { common, shares of the par value of \$ \_\_\_\_\_ each }  
{ preferred, shares of the par value of \$ \_\_\_\_\_ each }

*The amount of each membership certificate shall be **One Hundred Fifty Dollars (\$ 150.00)**.  
The preferences, rights, privileges, and restrictions of each class of stock are as follows:*

*the date of filling its Articles of Association is the **19<sup>th</sup>** day of **August**, A.D. **1953** the location of its principal office is in the **City of Quincy**, in the county of **Columbia**, State of Oregon; the amount of the organization fee paid is **Ten and 00/100 (\$ 10.00)** Dollars and the amount of annual license fee paid is **Four and 33/100 (\$4.33)** Dollars for the current fiscal year ending June 30, 1954*

***In Testimony Whereof***, I have hereunto set my hand and affixed the seal of the Corporation Department of the State of Oregon, at Salem, this **19<sup>th</sup>** day of **August 1953**.

Maurice Hudson, Corporation Commissioner

SEAL

**ARTICLES OF ASSOCIATION  
of  
QUINCY WATER ASSOCIATION**

We, the undersigned, all of whom are residents of Columbia County, State of Oregon, do hereby voluntarily associate ourselves together for the purpose of forming a non-stock cooperative association under the provisions of Chapter 5, Title 77, Oregon Compiled Laws, Annotated.

**ARTICLE I**

The name of the association shall be Quincy Water Association.

**ARTICLE II**

The nature of the business of this association and the object and purpose for which this Association is formed is to store, convey and distribute water to the members of the Association for domestic and irrigation purposes; and to sell surplus water remaining after the needs of its members have been satisfied and to engage in any activity necessary or advisable to the accomplishment of the above purposes.

- A- To associate its members together for their mutual benefit and to further the rehabilitation of said members, and to that end to construct, maintain and operate a private water system for the supplying of water for domestic, livestock and garden purposes to its members, and for the sale of any surplus water remaining after the needs of its members have been satisfied, and to engage in any activity related thereto, including, but not limited to, the acquisition of water by appropriation, drilling, pumping and/or purchase, and the purchase, laying, installation, operation, maintenance and repair of wells and springs, pumping equipment, water mains, pipe lines, valves, meters and all other equipment necessary to the construction, maintenance and operation of a water system.
- B- To borrow from any source, money, goods or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefor in any manner permitted by law.
- C- To acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of capital stock or bonds, or become a member or a stockholder of any corporation or association engaged in related activities.
- D- To buy, lease, hold and exercise all privileges of ownership in and to such real property and personal property as may be necessary or convenient for the conduct and operation of the business of the association or incidental thereto.
- E- To establish reserves and to invest the funds thereof in stocks, bonds and other property as the board of directors may deem satisfactory.
- F- To have an exercise all powers, privileges and rights conferred on corporations by the laws of the state of Oregon and all powers and rights incidental.

- G- The forgoing shall be construed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this association by the laws of the state of Oregon, all of which are hereby expressly claimed.

### ARTICLE III

The place where the principal business of the association is to be transacted is the Village of Quincy and the territory surrounding said Village, all in Columbia County, Oregon, but the Association may maintain offices and places of business at such places within the state of Oregon as the board of directors may determine.

### ARTICLE IV

The period of existence of this association shall be perpetual.

### ARTICLE V

The private property of the members shall not be subject to payment of association debts to any extent whatsoever.

### ARTICLE VI

Section 1. This association shall not have capital stock, but its capital shall be represented by membership certificates.

Section 2. Under terms and conditions prescribed by its by-laws, this association shall admit as members only such persons as are bona fide occupants of farmsteads and homes having a reasonable accessibility to the source of, and who are in need of having water supplied for domestic, livestock and garden purposes from, the water system constructed, maintained and operated by the association, but the association shall not be required to admit members if the capacity of its water is exhausted by the needs of its existing members and all such other persons to whom it has been supplying water.

Section 3. The full price for membership in this association shall be stated in Quincy Water Association's bylaws. The voting power and property rights and interest of each member whose fees are fully paid and who is in good standing shall be equal, and each member shall be entitled to one vote only. New members upon their admission to this association shall be

entitled to one vote and to share in the property of this association equally with the old members. When a member has paid his membership fee in full, he shall receive a certificate of membership.

Section 4. This association is organized on a non profit basis for the mutual benefit and rehabilitation of its members, and consequently will not have profits from which to pay dividends on its capital. After all expenses of the association have been paid and reasonable reserves, as determined by the board of directors, set aside, the net earnings of the association shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending and repairing the system and property of the association and for such other purposes as the board of directors may determine to be for the best interests of the association. The said surplus fund or any portion thereof may from time to time, at the discretion of the board of directors, be distributed to the members as provided in the by-laws, on the basis of the charges made and levied against and paid by such members during the year.

Section 5. Any member who desires to dispose of his membership certificate must first offer the same to the association at its fair book value. If the association shall fail, after thirty days notice in writing, to purchase the membership certificate, the certificate may be transferred upon the books of the association, upon the surrender of the certificate by the holder thereof or by his legal representatives, but only with the approval of the board of directors, only to a person eligible to become a member and only when the transferring member is free from indebtedness to the association. All transfers of membership certificates must be made upon the books of the association.

## ARTICLE VII

The number of directors shall be five.

IN WITNESS WHEREOF, we, the incorporators, have hereunto set our hands and seals this 18 day of August, 1953.

*(Signatures of incorporators)*

August 18, 1953. Personally appeared the within named David M. Paul, R. Verl Anundi, Alex Halava, A. W. George and Raymond E. Johnson and acknowledged the foregoing instrument to be their voluntary act and deed. Before me:

*Paul J. Jolma, Notary Public for Oregon*

*My Commission expires: November 4, 1955*