

# ARTICLES OF INCORPORATION

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ARTICLES OF INCORPORATION  
OF  
FIFTH WARD WATER SYSTEM, INC

UNITED STATES OF AMERICA  
STATE OF LOUISIANA  
PARISH OF AVOYELLES

BE IT KNOWN, that on this 21<sup>st</sup> day of the month of September, in the year of Our Lord, One Thousand Nine Hundred Sixty-Four:

BEFORE ME, a Notary Public, in and for this Parish and State, personally came and appeared the several parties of full age of majority whose signatures are subscribed, who declared, in the presence of the undersigned competent witnesses, that availing themselves of the provisions of Louisiana Revised Statutes (1950) Sections 12:101-12:155, they do hereby organize a non-profit corporation as defined in R.S. 12:101 (8) under and in accordance with these articles of incorporation:

## ARTICLE I. NAME

The name of the Corporation is FIFTH WARD WATER SYSTEM, INC.

## ARTICLE II. PURPOSES

The nature of the business of the corporation and the objects and purposes for which, or for any of which, this corporation is formed are:

A. To associate its members together for their mutual benefit and to that end to construct, maintain and operate a private water system for the supplying of water for domestic, livestock, garden, industrial and commercial purposes as more fully explained in Article VI, 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 there to, 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, 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

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or mortgage any of its property as security therefore, 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 any related activities.

D. To buy, lease, hold and exercise all privileges of ownership in and to all real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or incidental thereof.

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 and exercise all powers, privileges and rights conferred on corporations by the laws of the State of Louisiana and all powers and rights incidental in carrying out the purposes for which this corporation is formed, except such as are inconsistent with the express provisions of the act under which this corporation is incorporated.

G. The foregoing 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 corporation by the laws of the State of Louisiana, all of which are expressly claimed.

H. This corporation is a non-profit corporation as defined in Section 101, sub-section 8 of Title 12 of the Revised Statutes aforesaid. No part of the net earnings or other assets of this corporation shall inure to the benefit of any private membership holder or individual; and this corporation shall never carry on propaganda, or otherwise attempt to influence legislation.

## ARTICLE III. DURATION

The corporation shall enjoy corporate existence for a period of ninety-nine years from date hereof.

## ARTICLE IV. REGISTERED OFFICE

The location, and post office address of its registered office is RFD, Marksville, Louisiana.

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## ARTICLE V. REGISTERED AGENTS

The full name and post office addresses of its registered agents are:

- A. E.L. Bordelon  
Route 1  
Hessmer, Louisiana
  
- B. Mancel Brouillette  
Marksville, Louisiana

## ARTICLE VI. EASES OF ORGANIZATION

A. This corporation shall be organized without capital stock and membership shall be evidenced by certificates of membership.

B. The issuance of certificates of membership to each of the incorporators listed herein shall be conditioned on the payment of a fee of Twenty-five and NO/100 (\$25.00) and this Corporation shall be authorized to begin business upon the issuance of (10) certificates.

C. Issuance of membership certificates and the fees charged therefore shall be provided for in the by-laws of this corporation.

D. Each membership holder shall be entitled to one vote provided, however, where one person owns more than one certificate of membership, he shall be entitled to only one vote. There shall be no voting by proxy. Certificates of membership shall be issued only when the membership fee has been paid in full.

E. Each certificate of membership shall be fully paid and non-assessable, provided, however, that the membership may impose upon themselves a special assessment by a vote of a majority of the certificate holders eligible to vote.

F. Membership may be transferred only to persons eligible to become members and only with the approval of the board of directors and

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only when the member transferring the membership is free from indebtedness to the corporation and subject to all rights of the corporation to repurchase the memberships in accordance with the by-laws of the corporation.

G. The corporation shall conduct its business on a non-profit basis and no dividends shall be paid. All profits arising from the operation of the corporation shall be applied to the indebtedness of the corporation, provided, however, that the directors of such corporation may allocate to a reserve fund such amounts of the annual income as they deem necessary for maintenance, upkeep, operation and replacements, emergency repairs, and for \_\_\_\_\_ d \_\_\_\_\_ ences in income necessary to meet debt service costs.

## ARTICLE VII. DIRECTORS

The names of the first directors, their post office addresses, and the terms of office are as follows:

NAMES AND ADDRESS	TERM
J. T. Guillot Route 2, Box 317 Marksville, Louisiana	
Herman Ponthieux Route 1, Box 237 Hessmer, Louisiana	
E.L. Bordelon Route 1 Hessmer, Louisiana	

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Mancel Brouillette

Marksville, Louisiana

Father Jansen

Echo, Louisiana

Georgel Bonnette

Route 2, Box 377

Marksville, Louisiana

Ernest Charrier

Echo, Louisiana

B. The direction and administration of this corporation shall be vested in a Board of Directors of 7 members. The method of election shall be as follows:

The expired terms shall be filled by an election at the annual meeting of the members. All newly-elected members of the Board of Directors shall serve for three (3) year terms from their date of election.

C. The qualifications of members of the Board of Directors, compensation, and powers and duties of Directors, the time, place and manner of calling, giving notice of and conducting director's meetings, shall be provided by the by-laws. Seven members of the Board of Directors who are present shall constitute a quorum, and a majority of the number of directors present shall be able to transact business for the corporation.

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D. The Board of Directors shall elect the following officers for the corporation:

1. President
2. Vice President
3. Secretary
4. Treasurer

The powers and duties of the officers shall be set forth in the by-laws.

## ARTICLE VIII. DUES AND ASSESSMENTS

No member of this corporation shall ever be held liable or responsible for contracts, debts or defaults of this corporation in any further sum than the unpaid amount for water used and services rendered, if any, owing by him or her to the corporation, nor shall any mere informality and organization have the effect of rendering these articles of incorporation null or exposing the members to any liability other than as provided herein.

The non-payment of water service charges upon reasonable notice shall authorize the cancellation or suspension of membership by the Board of Directors, provided that the Board of Directors may adopt from time-to-time such policy for the re-instatement of members expelled or suspended under this article as it may deem advisable. The Board of Directors shall have the authority to deduct from the membership fee all water service charges which are delinquent.

## ARTICLE IX. MEETINGS OF MEMBERS

A. At least one meeting shall be held of the members each calendar year. This meeting shall take place at the time and place provided in the By-Laws of the Corporation. It shall be the duty of the president and upon his failure or neglect, then of the secretary or any officer or member, to mail

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notice at least ten (10) days prior to this annual meeting to all members entitled to be present.

B. Special meetings of the members may be called at any time by the president or the board of directors. On the failure or refusal of either to call a meeting, upon the written request of at least one-third (1/3) of the members any one of these members shall have authority to call a meeting, provided that notice by United States mail shall be given to each member at least ten (10) days prior to the day named for any meeting called and this requirement of notice shall apply to either regular or special meetings.

Meetings may be held at any place within the parish in which corporation is domiciled.

C. A quorum shall consist of fifty-one per cent of the membership.

## ARTICLE X. BY-LAWS

The members shall have the power to make, amend and repeal by-laws to govern this corporation provided they are in accordance with and do not conflict with these articles.

## ARTICLE XI. INCORPORATORS

The names and addresses of the incorporators of this corporation are as follows:

J.T. Guillot

Route 2, Box 317

Marksville, Louisiana

Herman Ponthieux

Box 237, Route 1

Hessmer, Louisiana

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E. L. Bordelon

Route 1

Hessmer, Louisiana

Mancel Brouillette

Marksville, Louisiana

Calvin Bordelon

Route 2

Marksville, Louisiana

Father Jansen

Echo, Louisiana

Georgel Bonnette

Box 377, Route 2

Marksville, Louisiana



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IN WITNESS WHEREOF, we have hereunto set out hands, this the 21<sup>st</sup> day of September, 1964.

WITNESSES:

/s/ Illegible

/s/ Jimmie T. Guillot

/s/ Georgette Bonnette

/s/ Calvin Bordelon

/s/ Sandra Taylor

/s/ John L. Jansen

/s/ Herman Ponthieux

/s/ Mancel J. Brouillette

SWORN TO AND SUBSCRIBED before me this the 21<sup>st</sup> day of September, 1964, in the presence of the above signed competent witnesses.

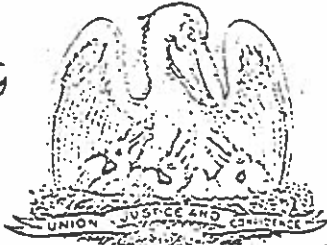
/s/ E. L. Bordelon

Notary Public

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UNITED STATES OF AMERICA  
State of Louisiana



WAIDE O. MARTIN, JR.

*I, the undersigned Secretary of State, of the State of Louisiana*

DO HEREBY CERTIFY that a certified copy of the Articles of  
Incorporation of

FIFTH WARD WATER SYSTEM, INC.,

Domiciled at Marksville, Louisiana, Parish of Avoyelles,

A corporation organized under the provisions of R. S. 1950,  
Title 12, Chapter 2, as amended,

By Act before a Notary Public in and for the Parish of Avoyelles,  
State of Louisiana, on September 21, 1964, and recorded in the  
corporation records of the Recorder of Mortgages for the Parish of  
Avoyelles, Charter Book H, Original No. 208332, on April 30, 1965, at  
11:00 a. m., the date and hour when corporate existence began,

Was filed and recorded in this Office on May 25, 1965, in the  
Record of Non-Trading Corporations Book 35.

*In testimony whereof, I have hereunto set  
my hand and caused the Seal of my Office  
to be affixed at the City of Baton Rouge on,  
May 25, 1965*

*Waide O. Martin, Jr.*  
Secretary of State

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
FIFTH WARD WATER SYSTEM, INC.

UNITED STATES OF AMERICA  
STATE OF LOUISIANA  
PARISH OF AVOYELLES

BE IT KNOWN, that on this 23<sup>rd</sup> day of the month of  
November, in the year of Our Lord, Two Thousand Nine:  
The Board of Directors by unanimous approval amends the Articles  
of Incorporation to add the following:

ARTICLE XXII. DISSOLUTION

In the event of dissolution of the company, each member,  
including former members, shall receive his proportionate share  
of the company's property and assets based on patronage, insofar  
as is practicable, after paying or providing for the payment of  
all debts of the company.



Ronald J. Lemoine  
President, Board of Directors

SWORN TO AND SUBSCRIBED TO BEFORE ME THIS THE 30  
DAY OF NOVEMBER 2009:

  
NOTARY PUBLIC

#21722