

**RESOLUTION OF THE  
BOARD OF DIRECTORS OF  
SPANAWAY WATER COMPANY**

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Pursuant to its Bylaws, the provisions of the Washington Nonprofit Corporation Act, Chapter 24.03 RCW, and the provisions of the Washington Nonprofit Miscellaneous and Mutual Corporation Act of the State of Washington, Chapter 24.06 RCW, the Board of Directors (the "Board") of Spanaway Water Company (the "Corporation") hereby adopts the following Resolutions, effective October 25, 2021:

**WHEREAS**, the Corporation is a Washington non-profit corporation according to the Washington Nonprofit Corporation Act, Chapter 24.03 RCW.

**WHEREAS**, any corporation organized under the Washington Nonprofit Corporation Act, Chapter 24.03 RCW, may be reorganized under the provisions of Chapter 24.06 RCW by adopting and filing amendments to its articles of incorporation, which amendments conform to the requirements of the Washington Nonprofit Miscellaneous and Mutual Corporation Act, Chapter 24.06 RCW.

**WHEREAS**, the Board has determined that it is in the best interests of the Corporation to amend and restate its Articles of Incorporation for the purpose of reorganizing the Corporation under the provisions of Chapter 24.06 RCW.

**NOW THEREFORE**, be it resolved as follows:

**RESOLVED**, the Board declares it advisable and in the best interests of the Corporation to amend and restate the Articles of Incorporation of the Corporation for the purpose of reorganizing the Corporation under the provisions of Chapter 24.06 RCW.

**RESOLVED**, that the Amended and Restated Articles of Incorporation of Spanaway Water Company in the form attached hereto as Exhibit A (the "Articles of Amendment") are hereby approved by the Board, subject to the approval and adoption of such Articles of Amendment by a two-thirds vote of the members of the Corporation.

**RESOLVED**, that, the Corporation shall hold a special meeting, which special meeting shall be arranged by the Manager of the Corporation, for the purpose of conducting a vote of the members concerning the approval and adoption of the Article of Amendment.

**RESOLVED**, that, upon approval of the members of the Corporation, the President, Vice President, Treasurer, Secretary, and any other officer of the Corporation (each, an "Authorized Officer") be, and each is, authorized to execute, deliver, and file the Articles of Amendment with the Washington State Secretary of State and to pay any fees related to such filing.

**RESOLVED**, that the Authorized Officers be, and each hereby is, authorized and

empowered to take all such further action and to execute, deliver, and file all such agreements, certificates, instruments, and documents, in the name and on behalf of the Corporation, and to take all such other actions as they or any one of them shall deem necessary, desirable, advisable, or appropriate to consummate, effectuate, carry out, or further the transactions contemplated by and the intent and purposes of the foregoing Resolutions.

Dated October 25, 2021.

**Directors of Spanaway Water Company:**

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Detlef (Tip) Thibodeaux

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Steve Bright

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Dave Haukeli

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Larry Nelson

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Sandy (Alex) Williamson

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Adrian Chavez

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Taylor Griess

**EXHIBIT A**

AMENDED AND RESTATED  
ARTICLE OF INCORPORATION OF  
SPANAWAY WATER COMPANY

**AMENDED AND RESTATED**  
**ARTICLE OF INCORPORATION OF**  
**SPANAWAY WATER COMPANY**

Pursuant to the provisions of the Washington Nonprofit Miscellaneous and Mutual Corporation Act of the State of Washington, Chapter 24.06 RCW, Spanaway Water Company amends and restates its Articles of Incorporation as stated herein.

**ARTICLE I**

The name of the corporation shall be "Spanaway Water Company".

**ARTICLE II**

The period of duration of the corporation shall be perpetual.

**ARTICLE III**

The purposes for which the corporation is organized is to supply water to its members, and in order to fulfill that purpose it shall have all the powers given to corporations by the Washington Nonprofit Miscellaneous and Mutual Corporation Act of the State of Washington, Chapter 24.06 RCW, as the same may be amended from time to time, which powers shall include the following:

- A. To purchase, lease, acquire, construct, erect, operate and maintain a water works and water distribution system or systems in Pierce County, Washington for the purposes of supplying and furnishing to the members of the corporation water for domestic use and irrigation and for any other purpose for which water may be used.
- B. To acquire, erect, maintain and operate pumps and motors, water mains, flumes, conduits, pipes, meters and all other appurtenances for pumping, conducting, and distributing water for the aforesaid purposes, or to enter into a contract or contracts with any person, firm, corporation, or municipal corporation, to purchase water to be distributed to the members of the corporation for the aforesaid purposes.
- C. To lease, own, hold, acquire or purchase, real estate or any interest therein for the purpose of carrying out any of the objects for which the corporation is formed.
- D. To accept into membership into the corporation persons, firms, co-partnerships, corporations and associations, a municipal corporation, school districts or any political subdivision for the State of Washington, under the terms and provisions as set forth in the Bylaws of the corporation. Further, there shall be one class of members.
- E. To render such services to members of the corporation of the character above set forth, without profit to the corporation. The cost of such services to members shall include all necessary operating costs and charges, and depreciation, obsolescence and replacement costs and any such reserve fund or funds for the contingencies or for the

reimbursement to members who advance or convey money or property to the corporation as the directors of the corporation shall deem wise or necessary for the safe and conservative management and operation of the business of the corporation.

- F. To accept gifts of any kind of property, real or personal.
- G. To contract indebtedness, borrow money, execute promissory notes and secure the same upon the property of the corporation; to receive contracts, promissory notes and other evidence of indebtedness; to make any and all contracts of every kind and nature whatsoever concerning the purposes of the corporation as fully and completely as any natural person may contract with reference to his or her individual business and property.
- H. To sue and be sued, complain and defend, its corporate name.
- I. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- J. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.
- K. To indemnify any Director or Officer or former Director or Officer of the corporation, or any person who may have served at its request as a Director or Officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of business of having been such Director or Officer, but such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under the Bylaws, vote of Board of Directors or Members, or otherwise; and in all cases as allowed by the laws of the state of incorporation, such directors shall not be personally liable for their official acts.
- L. To cease its corporate activities and surrender its corporate franchise.
- M. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
- N. To accomplish any other lawful purpose; but excluding purposes which by law are restricted to corporations organized under other statutes.

#### **ARTICLE IV**

The address of the registered office of the corporation shall be 18413 B. St. E., Spanaway, WA 98387, and the registered agent at such address is Tim Wells.

#### **ARTICLE V**

The corporation shall have no capital stock and shares of stock therein shall not issue.

The interests of the members of the corporation shall be equal and each shall be entitled to no greater voice, vote, or authority or privilege in the corporation than any of the other members. Any person, firm, corporation, association, municipal corporation, school district, or any other political subdivision of the State of Washington may become a member upon meeting the qualifications therefore or hereinafter set forth and upon acceptance by the corporation of their application from membership. Further, no firm, corporation, association, municipal corporation, school district, or any other political subdivision of the State of Washington shall ever acquire any interest which will entitle him to any greater voice, vote, authority or privilege in the corporation than any other member.

Any person desiring to obtain water services on real property eligible to be served by the corporation shall apply for and obtain a membership for such property. Persons and entities not owning or purchasing real property eligible to be served by the corporation are not eligible for membership. Procedures for purchasing, assigning, or transferring memberships shall be established by the Board of Directors of the corporation. The rules, regulations, charges, and terms for water and other services of the corporation shall be provided for in the Bylaws of the corporation. Every member shall be responsible for payment of water service, and the failure to pay for such service and adhere to the rules and regulations of membership shall be grounds for termination of the membership of such member.

**ARTICLE VI**

The corporation shall have seven (7) Directors to be elected in accordance with the provisions of the Bylaws. These Directors are to conduct its affairs, carry on its operations, elect Officers and/or a manager, hold offices and exercise the powers granted by this charter in any state, territory, district or possession of the United States or in any foreign country.

The following are the Directors of the corporation:

Detlef (Tip) Thibodeaux Spanaway, WA 98387	Steve Bright Tacoma, WA 98445	Dave Haukeli Spanaway, WA 98387
Larry Nelson Spanaway, WA 98387	Sandy (Alex) Williamson Spanaway, WA 98387	Adrian Chavez Tacoma, WA 98445
Taylor Griess Spanaway, WA 98387		

Any change in the number of Directors of the corporation shall be made only by amendment to these Articles of Incorporation. Election of Directors shall be controlled by the Bylaws.

## **ARTICLE VII**

In accordance with the Revised Code of Washington, 80.04.080, the Directors of the corporation shall furnish to the commissioner of the Utilities and Transportation Commission a report in such form as the commission may require and shall specifically answer any and all questions propounded to the corporation by the commission upon or concerning such issues which the commission may deem necessary. Except and unless otherwise required by applicable law, such report shall be submitted annually and shall show in detail the number of members, the amounts each member has paid in, any surplus funds which have arisen, the funded and floating debts and interest paid therein, the cost and value of the company's property, franchises and equipment, the number of employees and salaries paid to each, the accidents to any employees if such have arisen and/or other persons and the cost thereof, the amounts expended for improvements each year and the character of such improvements, the earnings of the business from all sources, the expenses incurred in transacting business wholly with this State, the balances of profit and loss, and a complete exhibit of the financial operations of the corporation including an annual balance sheet.

## **ARTICLE VIII**

Any amendment of these Articles shall be done in accordance with the Bylaws and RCW 24.06.025.

## **ARTICLE IX**

Annual meetings of the members shall be held in accordance with the provisions provided for in the Bylaws. Further, in the event of a special meeting, notice shall be given in accordance with the Bylaws and with RCW 24.06.100.

## **ARTICLE X**

Officers of the corporation shall be President, Vice-President, Secretary and Treasurer. These offices shall be filled by persons then presently serving as directors of the corporation. The procedure for election of these Officers shall be done in accordance with the Bylaws.

## **ARTICLE XI**

The principle duties of the President shall be to preside at all meetings of the members and the Board of Directors and to have general supervision of the affairs of the corporation.

## **ARTICLE XII**

The principle duties of the Vice-President shall be to discharge the duties of the President in the event of the absence or disability, for any cause whatsoever, of the President.

## **ARTICLE XIII**

The principle duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto to such other papers as shall be required or directed to be sealed, to keep a record of the proceedings of the Board of Directors and to safely and systematically keep all books, papers, records and documents belonging to the corporation,

or in any way pertaining to the business thereof, except the books and records incidental to the duties of the Treasurer.

**ARTICLE XIV**

The principle duties of the Treasurer shall be to keep an account of all monies, credit, and property of any and every nature of the corporation which shall be received or disbursed and to generally provide for all matters pertaining to his office, as shall be required by the Board of Directors.

**ARTICLE XV**

The Board of Directors shall provide for the appointment of a manager, which manager shall be appointed according to the Bylaws and generally will control and manage the day-to-day business of the corporation, and carry out any other duties that the Board of Directors may impose.

**ARTICLE XVI**

Whenever the Board of Directors may so order, any two officers, the duties of which do not conflict, may be held by one person. Such order, however, shall not be made in contravention of any statute of the State of Washington.

**ARTICLE XVII**

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed by the Bylaws.

**ARTICLE XVIII**

In the event the corporation is dissolved or liquidated, the net assets of the corporation shall be distributed equally to the members of the corporation.

**ARTICLE XIX**

In the event of any merger or consolidation of the corporation with another entity, any dissenting member shall be entitled to the fair value of membership as provided by law.

These Amended and Restated Articles of Incorporation were adopted by resolution of the Board of Directors on October 25, 2021 and approved by the members by special meeting on \_\_\_\_\_ These Amended and Restated Articles of Incorporation supersede the corporation's initial articles of incorporation, as amended.

**SPANAWAY WATER COMPANY**

By:.....

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Its: Secretary