

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Application of L.W.)
Sewer Corporation (Missouri), LLC for) Case No. SA-2007-01 05
Authority to Reorganize and Convert to)
a Nonprofit Sewer Company)

MOTION REQUESTING APPROVAL OF APPLICATION TO REORGANIZE

COMES NOW L.W. Sewer Corporation (Missouri), LLC ("L.W. Sewer") and pursuant to Commission Order dated November 27, 2006, files its Articles of Conversion, Amendment and Acceptance (Exhibit A), Amended and Restated Bylaws (Exhibit B), and Statement of Unanimous Consent to Action Taken in Lieu of a Special Meeting of the Sole Shareholder (Exhibit C).

WHEREFORE, L.W. Sewer respectfully requests that the Commission approve its Application to Reorganize.

Respectfully submitted,

LATHROP & GAGE L.C.

/s/ Paul S. DeFord

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Dated: December 12, 2006.

CERTIFICATE OF SERVICE

I hereby certify that a copy of this Motion Requesting Approval of Application to Reorganize has been emailed this 12th day of December, 2006, to:

Mr. Robert V. Franson
Missouri Public Service Commission
P O Box 360
Jefferson City, Missouri 65102
robert.franson@psc.mo.gov

/s/ **Paul S. DeFord**

Attorney for L.W. Sewer Corporation
Missouri (LLC)



ARTICLES OF CONVERSION, AMENDMENT AND ACCEPTANCE

The undersigned, for the purpose of (i) converting L.W. SEWER CORPORATION, a Missouri corporation formed for the purpose of conducting a general sewer business (the "**Original Corporation**") into a Missouri nonprofit sewer company (the "**Nonprofit Sewer Company**"), (ii) amending the Articles of Incorporation of the Original Corporation to comply with the requirements of Section 355.020 and Section 393.825 of the Missouri Revised Statutes, and (iii) accepting Chapter 355 of the Missouri Revised Statutes, hereby executes these Articles of Conversion, Amendment and Acceptance pursuant to Sections 393.825 to 393.861 and Section 393.175 of the Missouri Revised Statutes:

Article One

The name of the Original Corporation prior to its conversion into a nonprofit sewer company as effectuated hereby is:

L.W. SEWER CORPORATION

Article Two

The address of the principal office of the Original Corporation, which shall be the principal office of the Nonprofit Sewer Company, is: **P.O. Box 2249, Hillsboro, Missouri 63050.**

Article Three

The date of filing of the Articles of Incorporation of the Original Corporation is: **June 29, 1971.**

Article Four

The Original Corporation was organized under Chapter 351 of the Missouri Revised Statutes.

Article Five

The Original Corporation, upon its conversion into the Nonprofit Sewer Company as effectuated hereby shall assume the name:

L.W. SEWER COMPANY

Article One of the Articles of Incorporation is hereby amended to reflect such name.

Article Six

The Original Corporation elects to become a nonprofit, membership corporation subject to Sections 393.825 to 393.861 and Section 393.175 of the Missouri Revised Statutes.

Article Seven

Article Three of the Articles of Incorporation are hereby amended to provide that upon conversion of the Original Corporation into the Nonprofit Sewer Company as effectuated hereby (i) the Nonprofit Sewer Company shall not be authorized to issue any shares of stock, (ii) the sole shareholder of the Original Corporation shall no longer have any right, title or interest in the Nonprofit Sewer Company and (iii) the shares of stock in the Original Corporation shall be cancelled and extinguished. The sole shareholder of the Original Corporation shall surrender all certificates representing its shares of stock to the Nonprofit Sewer Company and such certificates shall be cancelled. Each person that has agreed to receive wastewater disposal and wastewater treatment services from the Nonprofit Sewer Company shall become a member of the Nonprofit Sewer Company.

Article Four of the Articles of Incorporation are hereby amended to provide that the provisions of such Article are "Intentionally Omitted."

Article Eight

Article Six of the Articles of Incorporation is amended to provide that the number of directors to constitute the board of directors of the Nonprofit Sewer Company is seven (7). The persons constituting the Board of Directors of the Original Corporation as of the date hereof shall constitute the initial Board of Directors of the Nonprofit Sewer Company whose names and addresses are:

E. Clyde Pratt
21 Arrow Point
Hillsboro, MO 63050

Doug Dieckman
58 North Lake Drive
Hillsboro, MO 63050

John Douglas
124 North Lake Drive
Hillsboro, MO 63050

Jim Luther
5 North Lake Drive
Hillsboro, MO 63050

Christie McKenna
82 South Lake Drive
Hillsboro, MO 63050

John Ossenfort
1158 Deborah Drive
Arnold, MO 63010

Leo Koch, Sr.
54 North Lake Drive
Hillsboro, MO 63050

Such persons shall hold office until the next following annual meeting of the members of the Nonprofit Sewer Company or until their successors shall have been elected and qualified.

Article Nine

Article Eight of the Articles of Incorporation is amended to provide that the Nonprofit Sewer Company is formed for the purpose of supplying wastewater disposal and treatment services in the state of Missouri.

Article Eleven

The Nonprofit Sewer Company will operate under Chapter 355 of the Missouri Revised Statutes and hereby accepts Chapter 355 of the Missouri Revised Statutes and for all purposes will be deemed a corporation organized under such Chapter.

Article Twelve

Attached as **Exhibit A** hereto is a copy of the resolutions adopted by shareholder written consent authorizing these Articles of Conversion, Amendment and Acceptance that were duly recommended by the Board of Directors of the Original Corporation and approved by a consent in writing of the sole stockholder of the Original Corporation. The Original Corporation's sole shareholder adopted such resolutions as of November 29, 2006. The total number of shares entitled to vote on such resolutions was one hundred (100). The number of shares consenting to such resolutions is one hundred (100).

[Remainder of Page Intentionally Left Blank]

These Articles of Conversion, Amendment and Acceptance have been executed and acknowledged in duplicate on behalf of the Original Corporation by the undersigned President on November 29, 2006.

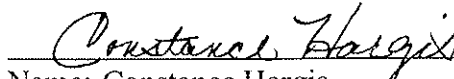
L.W. SEWER CORPORATION


E. Clyde Pratt
President

I, Constance Hargis, Secretary of the Original Corporation, hereby certify that E. Clyde Pratt is, and has been through and including the date hereof, the duly elected, qualified and acting President of the Original Corporation and that the signature appearing above is his genuine signature and that I have affixed the corporate seal of the Original Corporation to these Articles of Conversion below.

IN WITNESS WHEREOF, I have hereunto signed my name.

Dated: November 29, 2006


Name: Constance Hargis
Title: Secretary

[Corporate Seal]

STATE OF MISSOURI)
) ss.
COUNTY OF Jefferson)

A circular notary seal for Janet H. Davis, a Notary Public in the State of Missouri. The seal contains the text: "JANET H. DAVIS", "MY COMMISSION EXPIRES 04-20-2009", "COMM. #0506921", "NOTARY SEAL", and "COUNTY OF JEFFERSON". The seal is stamped over the bottom of the signature area.


E. Clyde Pratt, President

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

Janet N. Davis
Notary Public in and for said County and State

My commission expires: 04/20/09

Janet H Davis

(Print notary's name here)

**STATEMENT OF UNANIMOUS CONSENT TO
ACTION TAKEN IN LIEU OF A SPECIAL MEETING OF
THE SOLE SHAREHOLDER OF
L.W. SEWER CORPORATION**

In lieu of a special meeting of the sole shareholder (the "**Shareholder**") of **L.W. SEWER CORPORATION**, a Missouri corporation (the "**Company**"), the undersigned, being the Company's sole shareholder, does hereby consent, in accordance with Missouri law, to the actions set forth in the following resolutions effective as of the 29th day of November, 2006.

WHEREAS, the Company was incorporated as a Missouri corporation pursuant to Articles of Incorporation filed with the Secretary of State of the State of Missouri on June 26, 1971 (the "**Articles**") for the purpose of among other things, wastewater disposal as a general sewer company.

WHEREAS, the officer's of the Company and the Board of Director's of the Company, after consultation with legal counsel, have recommended to the Shareholder that it is in the best interests of the Company to convert into a nonprofit sewer company subject to sections 393.825 to 393.861 and section 393.175 of the Missouri revised statutes for the sole purpose of supplying wastewater disposal and treatment services within the State of Missouri.

NOW, THEREFORE, BE IT RESOLVED, that the Shareholder hereby consents and agrees to:

(i) the Company converting into a nonprofit sewer company subject to sections 393.825 to 393.861 and section 393.175 of the Missouri revised statutes;

(ii) the Company accepting to operate as a nonprofit corporation under chapter 355 of the Missouri revised statutes;

(iii) the Company amending the Articles to comply with the requirements of section 355.020 and section 383.825 of the Missouri revised statutes;

(iv) the Company effectuating such conversion, acceptance and amendment by filing with the Secretary of State of the State of Missouri Articles of Conversion, Amendment and Acceptance substantially in the form of **Exhibit A** attached hereto or such other Articles as required by the Secretary of State to effectuate the foregoing resolutions (the "**Articles of Conversion, Amendment and Acceptance**")

FURTHER RESOLVED, that upon the conversion of the Company into a nonprofit sewer company the Shareholder shall return all certificates representing all of the issued and outstanding capital stock of the Company for cancellation.

Exhibit A to Articles

FURTHER RESOLVED, that, the officers of the Company (and any of them) are authorized, empowered and directed to cause:

(i) the president or any vice president of the Company (and any of them) to execute and acknowledge in duplicate on behalf of the Company the Articles of Conversion, Amendment and Acceptance;

(ii) the corporate seal of the Company to be affixed to the Articles of Conversion, Amendment and Acceptance by the secretary;

(iii) the secretary of the Company to make any appropriate attestation of the Articles of Conversion, Amendment and Acceptance;

(iv) the president or vice president executing the Articles of Conversion, Amendment and Acceptance on behalf of the Company to make and annex to each copy of the Articles of Conversion an affidavit stating that the provisions of sections 393.825 to 393.861 and section 393.175 of the Missouri revised statutes with respect to the approval of the Board and the stockholders of the Company, of the proposition for the conversion of such corporation into a nonprofit sewer company and the Articles of Conversion, Amendment and Acceptance were duly complied with; and

(v) the president or any vice president of the Company (and any of them) to submit to the Secretary of State of the State of Missouri the Articles of Conversion, Amendment and Acceptance and affidavit for filing as provided in sections 393.825 to 393.861 and section 393.175 of the Missouri revised statutes; and

FURTHER RESOLVED, that all actions the Company's officers (and any of them) have taken previously for and on behalf of the Company to effectuate and carry out the other actions described in these resolutions are ratified, approved and confirmed.

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This statement of unanimous consent has the same force and effect as a unanimous vote of the Company's shareholders at a duly held meeting of the Board.

LAKE WAUWANOKA INC.

By: 
Name:
Title:

ARTICLES OF CONVERSION, AMENDMENT AND ACCEPTANCE

The undersigned, for the purpose of (i) converting L.W. SEWER CORPORATION, a Missouri corporation formed for the purpose of conducting a general sewer business (the "**Original Corporation**") into a Missouri nonprofit sewer company (the "**Nonprofit Sewer Company**"), (ii) amending the Articles of Incorporation of the Original Corporation to comply with the requirements of Section 355.020 and Section 393.825 of the Missouri Revised Statutes, and (iii) accepting Chapter 355 of the Missouri Revised Statutes, hereby executes these Articles of Conversion, Amendment and Acceptance pursuant to Sections 393.825 to 393.861 and Section 393.175 of the Missouri Revised Statutes:

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L.W. SEWER CORPORATION

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Article Five

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L.W. SEWER COMPANY

Article One of the Articles of Incorporation is hereby amended to reflect such name.

Exhibit A to Consent

Article Six

The Original Corporation elects to become a nonprofit, membership corporation subject to Sections 393.825 to 393.861 and Section 393.175 of the Missouri Revised Statutes.

Article Seven

Article Three of the Articles of Incorporation are hereby amended to provide that upon conversion of the Original Corporation into the Nonprofit Sewer Company as effectuated hereby (i) the Nonprofit Sewer Company shall not be authorized to issue any shares of stock, (ii) the sole shareholder of the Original Corporation shall no longer have any right, title or interest in the Nonprofit Sewer Company and (iii) the shares of stock in the Original Corporation shall be cancelled and extinguished. The sole shareholder of the Original Corporation shall surrender all certificates representing its shares of stock to the Nonprofit Sewer Company and such certificates shall be cancelled. Each person that has agreed to receive wastewater disposal and wastewater treatment services from the Nonprofit Sewer Company shall become a member of the Nonprofit Sewer Company.

Article Four of the Articles of Incorporation are hereby amended to provide that the provisions of such Article are "Intentionally Omitted."

Article Eight

Article Six of the Articles of Incorporation is amended to provide that the number of directors to constitute the board of directors of the Nonprofit Sewer Company is seven (7). The persons constituting the Board of Directors of the Original Corporation as of the date hereof shall constitute the initial Board of Directors of the Nonprofit Sewer Company whose names and addresses are:

E. Clyde Pratt
21 Arrow Point
Hillsboro, MO 63050

Doug Dieckman
58 North Lake Drive
Hillsboro, MO 63050

John Douglas
124 North Lake Drive
Hillsboro, MO 63050

Jim Luther
5 North Lake Drive
Hillsboro, MO 63050

Christie McKenna
82 South Lake Drive
Hillsboro, MO 63050

John Ossenfort
1158 Deborah Drive
Arnold, MO 63010

Leo Koch, Sr.
54 North Lake Drive
Hillsboro, MO 63050

Such persons shall hold office until the next following annual meeting of the members of the Nonprofit Sewer Company or until their successors shall have been elected and qualified.

Article Nine

Article Eight of the Articles of Incorporation is amended to provide that the Nonprofit Sewer Company is formed for the purpose of supplying wastewater disposal and treatment services in the state of Missouri.

Article Eleven

The Nonprofit Sewer Company will operate under Chapter 355 of the Missouri Revised Statutes and hereby accepts Chapter 355 of the Missouri Revised Statutes and for all purposes will be deemed a corporation organized under such Chapter.

Article Twelve

Attached as **Exhibit A** hereto is a copy of the resolutions adopted by shareholder written consent authorizing these Articles of Conversion, Amendment and Acceptance that were duly recommended by the Board of Directors of the Original Corporation and approved by a consent in writing of the sole stockholder of the Original Corporation. The Original Corporation's sole shareholder adopted such resolutions as of November 29, 2006. The total number of shares entitled to vote on such resolutions was one hundred (100). The number of shares consenting to such resolutions is one hundred (100).

[Remainder of Page Intentionally Left Blank]

These Articles of Conversion, Amendment and Acceptance have been executed and acknowledged in duplicate on behalf of the Original Corporation by the undersigned President on November 29, 2006.

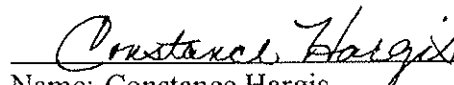
L.W. SEWER CORPORATION


E. Clyde Pratt
President

I, Constance Hargis, Secretary of the Original Corporation, hereby certify that E. Clyde Pratt is, and has been through and including the date hereof, the duly elected, qualified and acting President of the Original Corporation and that the signature appearing above is his genuine signature and that I have affixed the corporate seal of the Original Corporation to these Articles of Conversion below.


IN WITNESS WHEREOF, I have hereunto signed my name.

Dated: November 29, 2006


Name: Constance Hargis
Title: Secretary

[Corporate Seal]

STATE OF MISSOURI)
) ss.
COUNTY OF Jefferson)



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STATEMENT OF UNANIMOUS CONSENT TO
ACTION TAKEN IN LIEU OF A SPECIAL MEETING OF
THE SOLE SHAREHOLDER OF
L.W. SEWER CORPORATION

In lieu of a special meeting of the sole shareholder (the "Shareholder") of L.W. SEWER CORPORATION, a Missouri corporation (the "Company"), the undersigned, being the Company's sole shareholder, does hereby consent, in accordance with Missouri law, to the actions set forth in the following resolutions effective as of the 29th day of November, 2006.

WHEREAS, the Company was incorporated as a Missouri corporation pursuant to Articles of Incorporation filed with the Secretary of State of the State of Missouri on June 26, 1971 (the "Articles") for the purpose of among other things, wastewater disposal as a general sewer company.

WHEREAS, the officer's of the Company and the Board of Director's of the Company, after consultation with legal counsel, have recommended to the Shareholder that it is in the best interests of the Company to convert into a nonprofit sewer company subject to sections 393.825 to 393.861 and section 393.175 of the Missouri revised statutes for the sole purpose of supplying wastewater disposal and treatment services within the State of Missouri.

NOW, THEREFORE, BE IT RESOLVED, that the Shareholder hereby consents and agrees to:

(i) the Company converting into a nonprofit sewer company subject to sections 393.825 to 393.861 and section 393.175 of the Missouri revised statutes;

(ii) the Company accepting to operate as a nonprofit corporation under chapter 355 of the Missouri revised statutes;

(iii) the Company amending the Articles to comply with the requirements of section 355.020 and section 383.825 of the Missouri revised statutes;

(iv) the Company effectuating such conversion, acceptance and amendment by filing with the Secretary of State of the State of Missouri Articles of Conversion, Amendment and Acceptance substantially in the form of **Exhibit A** attached hereto or such other Articles as required by the Secretary of State to effectuate the foregoing resolutions (the "**Articles of Conversion, Amendment and Acceptance**")

FURTHER RESOLVED, that upon the conversion of the Company into a nonprofit sewer company the Shareholder shall return all certificates representing all of the issued and outstanding capital stock of the Company for cancellation.

Exhibit A to Articles

FURTHER RESOLVED, that, the officers of the Company (and any of them) are authorized, empowered and directed to cause:

(i) the president or any vice president of the Company (and any of them) to execute and acknowledge in duplicate on behalf of the Company the Articles of Conversion, Amendment and Acceptance;

(ii) the corporate seal of the Company to be affixed to the Articles of Conversion, Amendment and Acceptance by the secretary;

(iii) the secretary of the Company to make any appropriate attestation of the Articles of Conversion, Amendment and Acceptance;

(iv) the president or vice president executing the Articles of Conversion, Amendment and Acceptance on behalf of the Company to make and annex to each copy of the Articles of Conversion an affidavit stating that the provisions of sections 393.825 to 393.861 and section 393.175 of the Missouri revised statutes with respect to the approval of the Board and the stockholders of the Company, of the proposition for the conversion of such corporation into a nonprofit sewer company and the Articles of Conversion, Amendment and Acceptance were duly complied with; and


(v) the president or any vice president of the Company (and any of them) to submit to the Secretary of State of the State of Missouri the Articles of Conversion, Amendment and Acceptance and affidavit for filing as provided in sections 393.825 to 393.861 and section 393.175 of the Missouri revised statutes; and

FURTHER RESOLVED, that all actions the Company's officers (and any of them) have taken previously for and on behalf of the Company to effectuate and carry out the other actions described in these resolutions are ratified, approved and confirmed.

[Remainder of Page Intentionally Left Blank]

This statement of unanimous consent has the same force and effect as a unanimous vote of the Company's shareholders at a duly held meeting of the Board.

LAKE WAUWANOKA INC.

By: 
Name:
Title:

AMENDED AND RESTATED BY-LAWS
OF

L.W. SEWER COMPANY

* * * * *

These Amended and Restated By-laws amend and restate those certain By-laws adopted by L.W. Sewer Corporation, a Missouri corporation (the "**Original Corporation**") that were in effect until the conversion by the Original Corporation into a Missouri nonprofit sewer company subject to sections 393.825 to 393.861 and Section 393.175 of the Missouri revised statutes.

ARTICLE I

Offices

The principle office of the corporation in the State of Missouri shall be located at P.O. box 2249, Hillsboro, Missouri. the corporation may have such other office, either within or without the State of Missouri, as the business of the corporation may require from time to time.

The registered office of the corporation required by The General and Business Corporation Law of Missouri to be maintained in the State of Missouri may be, but need not be, identical with principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

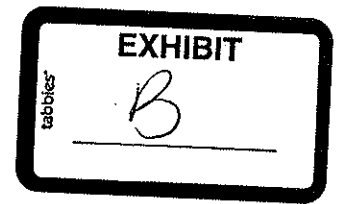
ARTICLE II

Members

Section 1. Annual Meeting: The annual meeting of the members shall be held between the hours of 7:00 p.m. and 9:00 p.m. on any day of the week beginning on the third Tuesday of September as may be fixed by the Board of Directors and as contained in the call of said meeting. The annual meeting shall be held for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. Special Meetings: Special meeting of the members may be called by the President, by the Board of Directors, by any three Directors or upon the request of not less than ten percent of all the members.

Section 3. Place of Meeting: The Board of Directors may designate any place, either within or without the State of Missouri, as the place of meeting for any annual meeting of the members or for any special meeting of the members called by the Board of Directors. The members may designate any place, either within or without the State of Missouri, as the place for



the holding of such meeting, and may include the same in a waiver of notice of any meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Missouri, except as otherwise provided in Section 5 of this article.

Section 4. Notice of Meetings: Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty (50) days preceding the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or person calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid..

Section 5. Meeting of All Members: If all of the members shall meet at any time and place, either within or without the State of Missouri, and consent to the holding of a meeting, such meeting shall be valid, without call or notice, and at such meeting any corporate action may be taken.

Section 6. Closing of Transfer Books or Fixing of Record Date: The Board of Directors of the corporation may close its membership books for a period not exceeding fifty (50) days preceding the date of any meeting of members, or for the allotment of rights, or the date when any change or conversion or exchange of membership interests shall be effective; or, in lieu thereof, may fix in advance a date, not exceeding (50) days preceding the date of any meeting of members, or for the allotment of rights, or to the date when any change or reconversion or exchange of membership interests shall be effective, as the record date for the determination of members entitled to notice of, or to vote at, such meeting, or members entitled to receive any such allotment of rights, or to exercise rights in respect of any such change, conversion or exchange of membership interests; and the members of record on such date of closing the transfer books, or on the record date so fixed, shall be the members entitled to notice of and to vote at, such meeting, or to receive payment of such dividend, or to receive such allotment of rights, as the case may be. If the Board of Directors shall not have closed the membership books or set a record date for the determination of its members entitled to vote as hereinabove provided, the date on which notice of the meeting is mailed or right announced, as the case may be, shall be the record date for such determination of members so entitled to vote.

Section 7. Voting Lists: At least ten days before each meeting of members, the officer or agent having charge of the membership book for membership interests of the corporation shall make a complete list of the members entitled to vote at such meeting, arranged in alphabetical order with the address of each member, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original membership interest ledger or membership book, or a duplicate thereof kept in this state shall be prima facie evidence as to who are the members entitled to examine such list or membership interest ledger or transfer book or to vote at any meeting of members.

Section 8. Quorum: Ten percent (10%) of the members of the corporation, represented in person or by proxy, shall constitute a quorum at any meeting of the members; provided, that if

less than ten percent of the members are represented at said meeting, a majority of the members so represented may adjourn the meeting, from time to time, without further notice, to a date not longer than ninety days from the date originally set for such meeting.

Section 9. Proxies: At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 10. Voting by Members: Each member shall have one membership interest and be entitled to one vote upon each matter submitted to a vote at a meeting of members. The act of the majority of the members present (or by proxy) at a meeting of the members at which a quorum is present shall be the act of the members.

Section 11. Informal Action by Members: Any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote with respect to the subject matter thereof.

Section 12. Membership Qualification: Each person that agrees to use wastewater disposal or treatment services furnished by the corporation (as evidenced by an open account for services in such person's name) with the corporation shall be a member of the corporation. Any person shall cease to be a member if such person shall fail or refuse to use such services. To the extent there are multiple names associated with a single account, such named persons shall be deemed a single member and shall designate one of such named persons with the authority to exercise the rights and obligations associated with such membership interest.

ARTICLE III

Directors

Section 1. General Powers: The business and affairs of the corporation shall be managed by its Board of Directors.

Sectional 2. Number, Election and Term: The number of directors of the corporation shall be seven (7), each of whom shall be elected at the annual meeting of members, except as hereinafter provided for the initial term of said directors. The term of office of said directors, except as hereinafter provided with reference to the initial term of office shall be three (3) years. All such directors as are elected shall hold office until his successor has been elected and has qualified. Three of the seven aforesaid directors shall be at the first meeting of the members nominated and elected for a term of one (1) year, another two of the seven aforesaid directors shall be at the first meeting of the members nominated and elected for a term of two (2) years and the remaining two of the aforesaid seven directors shall be elected at the first meeting of the members for a term of three (3) years.

Section 3. Regular Meetings: A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as, the annual meeting of the members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Missouri, for the holding of additional regular meetings with notice of such resolution to all directors.

Section 4. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place in the United States, either within or without the State of Missouri, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice: Notice of any special meeting shall be given at least five days previously thereto by written notice delivered personally or mailed to each director at his business address, or by telegram provided, however, that if the designated meeting place is without the State of Missouri, an additional five days notice shall be given. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that is less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting: The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies: In case of the death or resignation or disqualification of one or more of the directors, a majority of the survivors or remaining directors may fill such vacancy or vacancies until the successor or successors are elected at the next annual meeting of the members. A director elected to fill a vacancy shall serve as such until the next meeting of the members.

Section 9. Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE IV

Officers

Section 1. Number: The officers of the corporation shall be a President, a Vice-Presidents, a Treasurer, and a Secretary who shall be elected annually. The President and the Vice-President shall be chosen from the members of the Board of Directors. The offices of Treasurer and Secretary may be held by the same person and need not be chosen from the members of the Board, but they may be so chosen. The Board of Directors, by resolution, may

elect or appoint such other officers, agents or employees as it shall deem necessary or advisable and shall prescribe the powers and duties thereof.

All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the property and affairs of the corporation as may be provided in the by-laws, or, in the absence of such provision, as may be determined by resolution of the Board of Directors.

Section 2. Election and Term of Office: The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members except as hereinafter set forth. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or Treasurer or any other proper officer thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice-President: In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice-President may sign with the Secretary, or with the Treasurer, certificates for membership interests of the corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. The Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be

selected in accordance with the provisions of Article V of these by-laws; (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. The Secretary: The Secretary shall: (a) keep the minutes of the member's and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all certificates for membership interests prior to the issue thereof and to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) sign with the President, or the Vice-President, certificates for membership interests of the corporation, the issue of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries: The Board of Directors may elect such Assistant Treasurers and Assistant Secretaries as it deems necessary or desirable. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant Treasurers and assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors.

Section 10. Salaries: The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE V

Contracts, Loans, Checks and Deposits

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or

other depositories as the Board of Directors may select.

ARTICLE VI

Membership Interests and Restriction on Transfer

Section 1. Membership Interests are Uncertificated: The membership interests of the members shall be uncertificated..

Section 2. Restriction on Transfer: Membership interests of the corporation are not transferable.

ARTICLE VII

Fiscal Year

The fiscal year of the corporation shall begin on the first day of October in each year and end on the last day of September in each year.

ARTICLE VIII

Excess Revenues

Revenues of the corporation for any fiscal year in excess of the amount therefor necessary for the purposes provided for in Section 393.849 or Section 393.851 of the Missouri Revised Statutes shall, unless otherwise determined by a vote of the members, be distributed by the corporation to its members as patronage refunds prorated in accordance with the patronage of the corporation by the respective members paid for during such fiscal year.

ARTICLE IX

Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal, Missouri".

ARTICLE X

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these by-laws or under the provisions of the articles of incorporation, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS AGAINST LIABILITIES AND EXPENSES IN ACTIONS

Each director or officer, or former director or officer of this corporation, and his legal representatives, shall be indemnified by this corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer; and any person who, at the request of this corporation, served as director or officer of another corporation in which such corporation owned corporate stock, and his legal representatives, shall in like manner be indemnified by the corporation so requesting him to serve; provided that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the board of directors of the corporation shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; but in taking such action any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the board cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the members at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the board of directors or committee appointed by members, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such board or committee. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a Court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

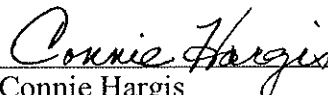
ARTICLE XII

Amendments

These by-laws may be altered, amended or repealed and new by-laws may be adopted at any annual meeting of the members or at any special meeting of the members called for that purpose. The Board of Directors may adopt emergency by-laws as provided by law.

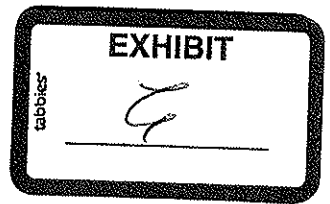
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These Amended and Restated Bylaws have been duly adopted by the Board of Directors of the corporation by a written consent dated November 29, 2006



Connie Hargis
Secretary

**STATEMENT OF UNANIMOUS CONSENT TO
ACTION TAKEN IN LIEU OF A SPECIAL MEETING OF
THE SOLE SHAREHOLDER OF
L.W. SEWER CORPORATION**



In lieu of a special meeting of the sole shareholder (the "**Shareholder**") of **L.W. SEWER CORPORATION**, a Missouri corporation (the "**Company**"), the undersigned, being the Company's sole shareholder, does hereby consent, in accordance with Missouri law, to the actions set forth in the following resolutions effective as of the 29th day of November, 2006.

WHEREAS, the Company was incorporated as a Missouri corporation pursuant to Articles of Incorporation filed with the Secretary of State of the State of Missouri on June 26, 1971 (the "**Articles**") for the purpose of among other things, wastewater disposal as a general sewer company.

WHEREAS, the officer's of the Company and the Board of Director's of the Company, after consultation with legal counsel, have recommended to the Shareholder that it is in the best interests of the Company to convert into a nonprofit sewer company subject to sections 393.825 to 393.861 and section 393.175 of the Missouri revised statutes for the sole purpose of supplying wastewater disposal and treatment services within the State of Missouri.

NOW, THEREFORE, BE IT RESOLVED, that the Shareholder hereby consents and agrees to:

- (i) the Company converting into a nonprofit sewer company subject to sections 393.825 to 393.861 and section 393.175 of the Missouri revised statutes;
- (ii) the Company accepting to operate as a nonprofit corporation under chapter 355 of the Missouri revised statutes;
- (iii) the Company amending the Articles to comply with the requirements of section 355.020 and section 383.825 of the Missouri revised statutes;
- (iv) the Company effectuating such conversion, acceptance and amendment by filing with the Secretary of State of the State of Missouri Articles of Conversion, Amendment and Acceptance substantially in the form of **Exhibit A** attached hereto or such other Articles as required by the Secretary of State to effectuate the foregoing resolutions (the "**Articles of Conversion, Amendment and Acceptance**")

FURTHER RESOLVED, that upon the conversion of the Company into a nonprofit sewer company the Shareholder shall return all certificates representing all of the issued and outstanding capital stock of the Company for cancellation.

FURTHER RESOLVED, that, the officers of the Company (and any of them) are authorized, empowered and directed to cause:

(i) the president or any vice president of the Company (and any of them) to execute and acknowledge in duplicate on behalf of the Company the Articles of Conversion, Amendment and Acceptance;

(ii) the corporate seal of the Company to be affixed to the Articles of Conversion, Amendment and Acceptance by the secretary;

(iii) the secretary of the Company to make any appropriate attestation of the Articles of Conversion, Amendment and Acceptance;

(iv) the president or vice president executing the Articles of Conversion, Amendment and Acceptance on behalf of the Company to make and annex to each copy of the Articles of Conversion an affidavit stating that the provisions of sections 393.825 to 393.861 and section 393.175 of the Missouri revised statutes with respect to the approval of the Board and the stockholders of the Company, of the proposition for the conversion of such corporation into a nonprofit sewer company and the Articles of Conversion, Amendment and Acceptance were duly complied with; and

(v) the president or any vice president of the Company (and any of them) to submit to the Secretary of State of the State of Missouri the Articles of Conversion, Amendment and Acceptance and affidavit for filing as provided in sections 393.825 to 393.861 and section 393.175 of the Missouri revised statutes; and

FURTHER RESOLVED, that all actions the Company's officers (and any of them) have taken previously for and on behalf of the Company to effectuate and carry out the other actions described in these resolutions are ratified, approved and confirmed.

[Remainder of Page Intentionally Left Blank]

This statement of unanimous consent has the same force and effect as a unanimous vote of the Company's shareholders at a duly held meeting of the Board.

LAKE WAUWANOKA INC.

By: 
Name: _____
Title: _____

ARTICLES OF CONVERSION, AMENDMENT AND ACCEPTANCE

The undersigned, for the purpose of (i) converting L.W. SEWER CORPORATION, a Missouri corporation formed for the purpose of conducting a general sewer business (the "**Original Corporation**") into a Missouri nonprofit sewer company (the "**Nonprofit Sewer Company**"), (ii) amending the Articles of Incorporation of the Original Corporation to comply with the requirements of Section 355.020 and Section 393.825 of the Missouri Revised Statutes, and (iii) accepting Chapter 355 of the Missouri Revised Statutes, hereby executes these Articles of Conversion, Amendment and Acceptance pursuant to Sections 393.825 to 393.861 and Section 393.175 of the Missouri Revised Statutes:

Article One

The name of the Original Corporation prior to its conversion into a nonprofit sewer company as effectuated hereby is:

L.W. SEWER CORPORATION

Article Two

The address of the principal office of the Original Corporation, which shall be the principal office of the Nonprofit Sewer Company, is: **P.O. Box 2249, Hillsboro, Missouri 63050.**

Article Three

The date of filing of the Articles of Incorporation of the Original Corporation is: **June 29, 1971.**

Article Four

The Original Corporation was organized under Chapter 351 of the Missouri Revised Statutes.

Article Five

The Original Corporation, upon its conversion into the Nonprofit Sewer Company as effectuated hereby shall assume the name:

L.W. SEWER COMPANY

Article One of the Articles of Incorporation is hereby amended to reflect such name.

Exhibit A to Consent

Article Six

The Original Corporation elects to become a nonprofit, membership corporation subject to Sections 393.825 to 393.861 and Section 393.175 of the Missouri Revised Statutes.

Article Seven

Article Three of the Articles of Incorporation are hereby amended to provide that upon conversion of the Original Corporation into the Nonprofit Sewer Company as effectuated hereby (i) the Nonprofit Sewer Company shall not be authorized to issue any shares of stock, (ii) the sole shareholder of the Original Corporation shall no longer have any right, title or interest in the Nonprofit Sewer Company and (iii) the shares of stock in the Original Corporation shall be cancelled and extinguished. The sole shareholder of the Original Corporation shall surrender all certificates representing its shares of stock to the Nonprofit Sewer Company and such certificates shall be cancelled. Each person that has agreed to receive wastewater disposal and wastewater treatment services from the Nonprofit Sewer Company shall become a member of the Nonprofit Sewer Company.

Article Four of the Articles of Incorporation are hereby amended to provide that the provisions of such Article are "Intentionally Omitted."

Article Eight

Article Six of the Articles of Incorporation is amended to provide that the number of directors to constitute the board of directors of the Nonprofit Sewer Company is seven (7). The persons constituting the Board of Directors of the Original Corporation as of the date hereof shall constitute the initial Board of Directors of the Nonprofit Sewer Company whose names and addresses are:

E. Clyde Pratt
21 Arrow Point
Hillsboro, MO 63050

Doug Dieckman
58 North Lake Drive
Hillsboro, MO 63050

John Douglas
124 North Lake Drive
Hillsboro, MO 63050

Jim Luther
5 North Lake Drive
Hillsboro, MO 63050

Christie McKenna
82 South Lake Drive
Hillsboro, MO 63050

John Ossenfort
1158 Deborah Drive
Arnold, MO 63010

Leo Koch, Sr.
54 North Lake Drive
Hillsboro, MO 63050

Such persons shall hold office until the next following annual meeting of the members of the Nonprofit Sewer Company or until their successors shall have been elected and qualified.

Article Nine

Article Eight of the Articles of Incorporation is amended to provide that the Nonprofit Sewer Company is formed for the purpose of supplying wastewater disposal and treatment services in the state of Missouri.

Article Eleven

The Nonprofit Sewer Company will operate under Chapter 355 of the Missouri Revised Statutes and hereby accepts Chapter 355 of the Missouri Revised Statutes and for all purposes will be deemed a corporation organized under such Chapter.

Article Twelve

Attached as **Exhibit A** hereto is a copy of the resolutions adopted by shareholder written consent authorizing these Articles of Conversion, Amendment and Acceptance that were duly recommended by the Board of Directors of the Original Corporation and approved by a consent in writing of the sole stockholder of the Original Corporation. The Original Corporation's sole shareholder adopted such resolutions as of November 29, 2006. The total number of shares entitled to vote on such resolutions was one hundred (100). The number of shares consenting to such resolutions is one hundred (100).

[Remainder of Page Intentionally Left Blank]

These Articles of Conversion, Amendment and Acceptance have been executed and acknowledged in duplicate on behalf of the Original Corporation by the undersigned President on November 29, 2006.

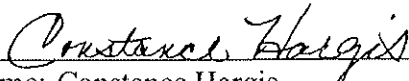
L.W. SEWER CORPORATION


E. Clyde Pratt
President

I, Constance Hargis, Secretary of the Original Corporation, hereby certify that E. Clyde Pratt is, and has been through and including the date hereof, the duly elected, qualified and acting President of the Original Corporation and that the signature appearing above is his genuine signature and that I have affixed the corporate seal of the Original Corporation to these Articles of Conversion below.

IN WITNESS WHEREOF, I have hereunto signed my name.

Dated: November 29, 2006


Name: Constance Hargis
Title: Secretary

[Corporate Seal]

STATE OF MISSOURI)
) ss.
COUNTY OF Jefferson)

A circular notary seal for Janet H. Davis, a Notary Public in the State of Missouri. The seal contains the text: "JANET H. DAVIS", "MY COMMISSION EXPIRES 04/26/2009", "COMM. #05169571", "NOTARY SEAL", "NOTARY PUBLIC", "COUNTY OF JEFFERSON", and "STATE OF MISSOURI". The seal is stamped over the bottom portion of the document, partially obscuring the date line.

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