

MILTON J. SCHNEBELEN
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LAW OFFICES OF

SCHNEBELEN AND DETRING
WEST FIRST AND SOUTH JEFFERSON
FARMINGTON, MISSOURI 63640

TELEPHONE
314-756-6721

April 8, 1981

Mr. Steinmeier
Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102

Re: SM-81-170
SM-81-171

Dear Bill:

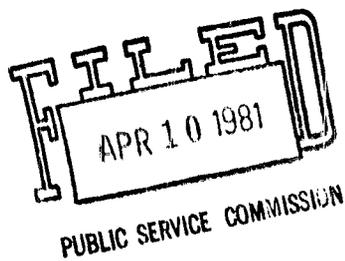
Enclosed is a copy of the articles of incorporation on P.C.B., Inc. showing it has the power to own and operate a sewage treatment plant.

Thank you for your assistance.

Sincerely yours,

Cara L. Detring

Cara L. Detring
CLD/dm
Enc. 1





State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

Articles of Incorporation

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65101

The undersigned natural persons¹ of the age of eighteen years or more for the purpose of forming a corporation under The General and Business Corporation Law of Missouri adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is: P. C. B., INC.

ARTICLE TWO

The address, including street and number, if any, of the corporation's initial registered office in this state is: _____

761 Pine Haven, Fenton, Missouri 63026

and the name of its initial agent at such address is: Patrick C. Boos

ARTICLE THREE

The aggregate number, class and par value, if any, of shares which the corporation shall have authority to issue shall be 30,000.00 Common Stock with par value of \$1.00 per share

The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, if any, in respect of the shares of each class are as follows:

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

MAY 21 1980

James C. Kirkpatrick

Corporation Dept. SECRETARY OF STATE

ARTICLE FOUR

The extent, if any, to which the preemptive right of a shareholder to acquire additional shares is limited or denied. Each holder of Common Stock of this corporation shall have the first right (subject to reasonable adjustment to avoid the issue of fractional shares) to purchase shares of Common Stock of this corporation that may hereafter from time to time be issued (whether or not presently authorized), including treasury shares of the corporation, in the ratio that the number of shares of Common Stock he holds at the time of the issue bears to the total number of shares of Common Stock outstanding. This right shall be deemed waived by any holder of Common Stock who does not exercise it and pay for the stock preempted within thirty days of receipt of a notice in writing from the corporation inviting him to exercise the right.

ARTICLE FIVE

The name and place of residence of each incorporator is as follows

Name

Street

City

Patrick C. Boos

761 Pine Haven

Fenton, Missouri 63026

ARTICLE SIX

(Designate which and complete the applicable paragraph)

The number of directors to constitute the first board of directors is Thereafter the number of directors shall be fixed by, or in the manner provided in the bylaws. Any changes in the number will be reported to the Secretary of State within thirty calendar days of such change.

or
 The number of directors to constitute the board of directors is 2. (The number of directors to constitute the board of directors must be stated herein if there are to be less than three directors. The persons to constitute the first board of directors may, but need not, be named.)

ARTICLE SEVEN

The duration of the corporation is perpetual

ARTICLE EIGHT

The corporation is formed for the following purposes.

To design, construct, repair, maintain, operate, own and manage sewage treatment and disposal plants. Also to own, operate and manage sewer districts serviced by sewage treatment and disposal plants owned by this corporation or any other entity.

To enter into contracts or agreements in any form whatsoever with manufacturers, distributors or wholesalers of goods, wares, merchandise, machinery and tools supplies, granting to this corporation exclusive or non-exclusive rights of representation, distribution, sale or other handling of the products of said manufacturer, wholesaler or distributor in any territory of the United States.

To borrow or loan money, with or without security, to sell or pledge bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness secured or unsecured.

To purchase, take, receive, or otherwise acquire, hold or pledge, transfer or otherwise dispose of its own shares; provided that the corporation shall not purchase either directly or indirectly its own shares when its assets are less than its stated capital or when by so doing its net assets would be reduced below its stated capital; notwithstanding the foregoing the corporation may purchase its own shares for the purposes of (a) eliminating fractional shares, (b) collecting or compromising claims of the corporation or securing any indebtedness to the corporation previously incurred, (c) paying dissenting shareholders entitled to payment for their shares in the event of a merger or consolidation or a sale or exchange of assets, or (d) effecting, subject to the provisions of "The General and Business Corporation Act of Missouri", the retirement of the redeemable shares of the corporation by redemption or by purchase at not to exceed the redemption price; and provided further that the shares of its own capital stock belonging to the corporation shall not be voted upon by the corporation.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise hold and possess or otherwise dispose of, shares of capital stock of, or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations of this state or any other state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership including the right to vote thereon.

To purchase, acquire, use, lend, lease or hold, improve, operate, hypothecate, mortgage, sell or convey, and otherwise deal in and dispose of property of all kinds, both real and personal, including right of patent from the United States and/or foreign countries, patents, patent rights, license privileges, inventions, franchises, improvement processes, copyrights, trademarks and trade names relating to or useful in connection with the business of this corporation.

In general, to carry on any other business in connection with the foregoing permitted to manufacturing and business companies, and to have and exercise all the powers conferred by the laws of Missouri upon corporations formed under the law hereinbefore referred to, and to do any and all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE NINE

Except as otherwise specifically provided by statute, all powers of management and direct control of the corporation shall be vested in the Board of Directors.

The Board of Directors shall have power to make, and from time to time repeal amend and alter the bylaws of the corporation; provided, however, that the paramount power to repeal, amend and alter the bylaws or to adopt new bylaws, shall always be vested in the shareholders, which power may be exercised by a vote of a majority thereof present at any annual or special meeting of the shareholders and the directors thereafter have no power to suspend, repeal, amend or otherwise alter any bylaws or portion thereof so enacted by the shareholders, unless the shareholders in enacting such bylaws or portion thereof shall otherwise provide.

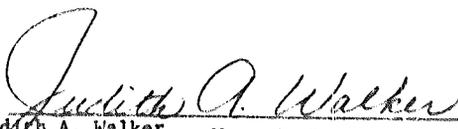
ARTICLE TEN

No contract or other transaction between this corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any of the directors or officers of this corporation are interested in or are members, shareholders, directors or officers of such other firm or corporation; and any director or officer of this corporation may be a party to or may be interested in any contract or transaction of this corporation or in which this corporation is interested and no such contract shall be affected or invalidated thereby; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any person, firm, association or corporation in which he may be in any

STATE OF MISSOURI
COUNTY OF ST. FRANCOIS

88.

I, JUDITH A. WALKER, a notary public,
do hereby certify that on the 16th day of May, 1980, personally appeared
before me, PATRICK C. BOOS (and _____)
who being by me first duly sworn, (~~severally~~) declared that he is (~~they are~~) the person(s) who signed the foregoing document as incorporator(s), and that the statements therein contained are true.


Judith A. Walker Notary Public

My commission expires July 4, 1981.

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

MAY 21 1980


Corporation Dept. SECRETARY OF STATE