

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE SHAREHOLDER OF  
CHOCTAW UTILITIES, INC.**

The undersigned, being the sole shareholder of Choctaw Utilities, Inc., an Ohio corporation (the "Corporation"), does hereby authorize and approve, pursuant to Section 1701.54 of the Ohio Revised Code, the following actions, and the adoption of the following resolutions without a meeting:

RESOLVED, that the Articles of Incorporation of the Corporation as filed with the Ohio Secretary of State on August 3, 1964, are hereby amended and restated in the form attached to these resolutions as Exhibit A: and

RESOLVED FURTHER, that the Certificate of Amendment to the Articles of Incorporation embodying the amended and restated Articles attached hereto as Exhibit A is hereby duly approved and adopted, and

RESOLVED FURTHER, that the President of the Corporation is hereby authorized and directed to file the Certificate of Amendment to the Articles of Incorporation with the Secretary of State of the State of Ohio in substantially the form reviewed by the shareholder and attached hereto as Exhibit A, and to do any and all things necessary and/or incidental to effectuate the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has taken this action effective as of this \_\_\_\_ day of July 2021.

CHOCTAW PROPERTIES OWNERS  
ASSOCIATION:

By:

\_\_\_\_\_  
Name: \_\_\_\_\_

Title: President

**ATTACHMENT TO**  
**CERTIFICATE OF AMENDMENT TO THE**  
**ARTICLES OF INCORPORATION**  
**OF**  
**CHOCTAW UTILITIES, INC.**

Choctaw Utilities, Inc. (the “Company”), a cooperative organized and existing under the Ohio General Corporation Law, ORC Chapter 1701, which filed Articles of Incorporation with the Ohio Secretary of State on August 3, 1964, hereby amends, and restates such Articles in their entirety, as follows:

**ARTICLE 1 - NAME**

The name of the Company is **Choctaw Utilities, Inc.**

**ARTICLE 2 - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company is in Somerford Township, Madison County, Ohio.

**ARTICLE 3 - PURPOSE; POWERS**

**PURPOSE.** The purpose of the Company is to construct, maintain and operate a private water system for the mutual benefit of property owners in the Choctaw Lake development in Madison County, Ohio (“Members”), and in the neighborhood thereof as recorded by the Madison County Recorder as CHOCTAW LAKE SUBDIVISION, as shown on certain maps, numbered 1, 2, 3, 3A, 4 and 6, and to perform all activities reasonably necessary or appropriate to carry out such functions as a cooperative water company: to sink wells and shafts, and to make, build and construct, lay down and maintain reservoirs, cisterns, culverts, filter-beds, main and other pipes and appliances, to construct and operate a water treatment plant, and to execute and do all other works and things necessary or convenient for obtaining, sorting, selling, delivering, measuring and distributing water, or otherwise for the purposes of hits company, to be a water supply cooperative company and do all things incident thereto.

After the effective date of this Certificate of Amendment, the Company shall be subject to the provisions of the Ohio Nonprofit Corporation Law, Ohio Revised Code Chapter 1702, and shall have all powers conferred on associations by the Ohio Nonprofit Corporation Law.

It is intended that this Company shall qualify as a nonprofit corporation engaged in the treatment, distribution, and sale of water to consumers for purposes of Ohio Revised Code Section 5709.111.

#### **ARTICLE 4 - NO CAPITAL STOCK**

After the effective date of this Certificate of Amendment, the Company shall have no capital stock. As required by Ohio Revised Code Section 1701.71.C, effective on and after the date this Certificate of Amendment is filed, all of the shares of stock issued by the Company prior to such date shall be cancelled. The person or persons who held such shares prior to the effective date of this Certificate of Amendment shall have none of the rights of a shareholder with respect to such shares or with respect to the Company.

#### **ARTICLE 5 - BOARD OF DIRECTORS**

The government of the Company and management of its affairs shall be vested in a Board of Directors elected by the members of the Company on a one-member, one-vote basis. The Bylaws prescribe the qualifications, number, classification, terms and manner of selection of Directors.

#### **ARTICLE 6 – OPERATION AT COST**

The revenues the Company derives from treatment, distribution, and sale of water during any fiscal year in excess of its operating expenses for such fiscal year after reasonable additions to the Company's capital reserves shall be allocated among the Members in proportion to their patronage transactions during the fiscal year and credited to the capital accounts of the members on the basis of patronage, as provided in the Company's Code of Regulations.

None of the income or assets of the Company shall be used to pay a financial return to investors or distributed in any manner other than on a patronage basis, as described in the Company's Code of Regulations.

#### **ARTICLE 7 – SERVICE AREA**

As stated in Article 3, the purpose of the company shall be to provide water to the CHOCTAW LAKE SUBDIVISION. Any expansion or proposed new service must be approved by a 75% vote of all current Members in good standing.

#### **ARTICLE 8 - DISSOLUTION**

If the company cannot continue operations in its current form, then Company control is mandated to the Choctaw Lake Property Owners Association (CLPOA), as per Articles of Incorporation. If CLPOA is unable or unwilling to assume responsibility whether voluntary or involuntary, any property remaining after all creditors have been paid belong and must be distributed to the Members on the basis of their respective aggregate Patronage Transactions

with Company (as defined in the Company's Code of Regulations) over the previous five (5) years as shown by the records of the Company. No distribution may be made under this Section to any person who is not a Member at the time of dissolution.

**ARTICLE 9 - AMENDMENT OF ARTICLES**

The Members of the Company may amend these Articles of Incorporation by an affirmative vote of a majority of the Members attending a meeting of the Members with a quorum present. Notice of any proposal to amend the Articles must contain the text of the proposed amendment.

[End of attachment to Certificate of Amendment]