

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

In the Matter of the Application of Peaceful)	
Valley Service Company for Authority to)	Case No. WA 2015-
Reorganize and Convert to a Nonprofit Water)	SA 2015-
And Sewer Company)	

**APPLICATION FOR AUTHORITY TO REORGANIZE AND
MOTION FOR EXPEDITED APPROVAL**

COMES NOW Peaceful Valley Service Company (PVSC) by its undersigned counsel, and hereby applies pursuant to Sections 393.190, 393.250, 393.825-393.861 RSMo., as amended and 4 C.S.R. §240-2.060 for authority to reorganize and convert to a nonprofit water and sewer company. In support of its Application, Peaceful Valley Service Company states:

1. Applicant Peaceful Valley Service Company is a corporation duly organized and existing under the laws of Missouri. Peaceful Valley Service Company is a corporation in good standing with the Missouri Secretary of State's Office (*see* Certificate of Good Standing, App. A). Peaceful Valley Service Company is located at 3408-B Peaceful Valley Rd., Owensville, MO 65066.

2. Peaceful Valley Service Company provides water and wastewater disposal and treatment services for surrounding residents and is currently subject to the jurisdiction of this Commission.

3. All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to the case should be addressed to the counsel listed as attorneys of Peaceful Valley Service Company for this Application. In addition, Peaceful Valley Service Company provides the following information:

Principal Office: Peaceful Valley Service Company
3408-B Peaceful Valley Service Rd.
Owensville, MO 65066

Regulatory Contact: August Hoernschemeyer
3408-B Peaceful Valley Service Rd.
Owensville, MO 65066

4. Peaceful Valley Service Company has been converted into a nonprofit water and sewer company pursuant to §§ 393.825 to 393.861 RSMo (*see* Articles of Conversion, Amendment, and Acceptance, App. B). Upon approval of this Commission, Peaceful Valley Service Company will operate as a nonprofit corporation under Chapter 355, RSMo. The new nonprofit water and sewer company will be named Peaceful Valley Service Company. Upon completion of this conversion and this Commission's approval, Peaceful Valley Service Company will not be subject to the jurisdiction of this Commission as provided for under §393.847.2, RSMo.

5. Pursuant to Chapter 393 RSMo, Peaceful Valley Service Company has included in its Articles of Conversion language to reflect the elimination of all outstanding stock, change in membership to persons who receive water and sewer services, and alteration of the water and sewer company's governance and conduct (*see* App. B).

6. Peaceful Valley Service Company has no pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court which involves customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of the Application. No Missouri annual reports or assessment fees are overdue.

Wherefore, applicant Peaceful Valley Service Company respectfully requests that the Commission grant it authority to reorganize and convert to a nonprofit water and sewer company to be known as Peaceful Valley Service Company and cancel the Certificate of Convenience and Necessity issued to Peaceful Valley Service Company.

Respectfully submitted,

A handwritten signature in blue ink, appearing to be 'M. Weston', is written over a horizontal line.

Mary E. Weston, #54669

Attorney at Law

133 East Second Street

Hermann, MO 65041

Phone: 573-486-2773

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

In the Matter of the Application of Peaceful Valley Service Company for Authority to Reorganize and Convert to a Nonprofit Water And Sewer Company)) Case No. WA 2015- SA 2015-

Affidavit of August Hoernschemeyer

STATE OF MISSOURI)
COUNTY OF GASCONADE)

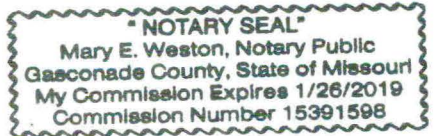
I, August Hoernschemeyer, of lawful age and being first duly sworn, depose and state as follows:

- 1. My name is August Hoernschemeyer. I am the President of Peaceful Valley Service Company.
- 2. Attached hereto and made a part hereof for all purposes is an Application for Reorganization.
- 3. I hereby swear and affirm that the statements contained in the attached Application are true and correct to the best of my knowledge and belief.

Furthermore, Affiant sayeth not.


Affiant

Subscribed and sworn to before me this 10th day of June, 2015.




Notary Public

STATE OF MISSOURI



Jason Kander
Secretary of State

CORPORATION DIVISION CERTIFICATE OF GOOD STANDING

I, JASON KANDER, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

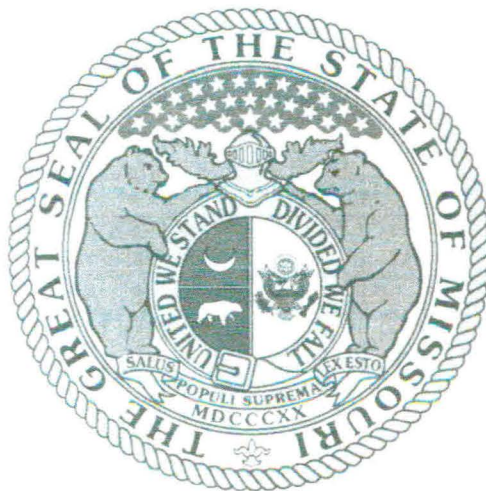
PEACEFUL VALLEY SERVICE COMPANY
N000698558

was created under the laws of this State on the 10th day of December, 1971, and is in good standing, having fully complied with all requirements of this office

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 2nd day of June, 2015


Secretary of State

Certification Number: CERT-06025015-0003



STATE OF MISSOURI



Jason Kander
Secretary of State

CERTIFICATE OF ACCEPTANCE

I, JASON KANDER, Secretary of State, of the State of Missouri, do hereby certify that a resolution of

PEACEFUL VALLEY SERVICE COMPANY
N000698558

FORMERLY,

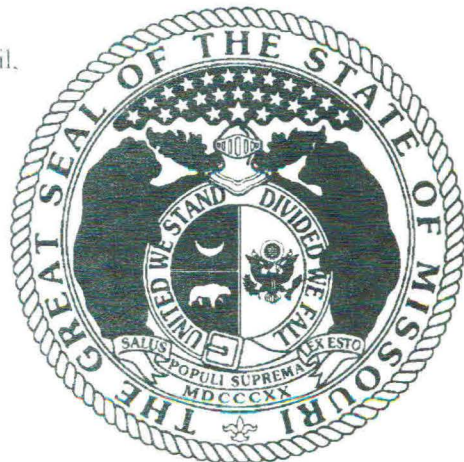
PEACEFUL VALLEY SERVICE COMPANY
00151577

a Missouri corporation relating to acceptance of Missouri Chapter 393 RSMo., have been received in this office. The substance thereof is: Acceptance under the law of Missouri, as amended.

Said resolution is found to conform to law. Accordingly, I, by the virtue of the authority vested in me by law, hereby issue this Certificate of Acceptance.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 21st day of April, 2015.


Secretary of State



Articles of Conversion

Pursuant to Sections 393.175, 393.825 to 393.861, 393.900 to 393.951 RSMo.

1. The name of the corporation prior to its conversion into a nonprofit water and nonprofit sewer company is Peaceful Valley Service Company.
2. The address of the principal office of such corporation is 3408 B. Peaceful Valley Road, Owensville, MO 65066.
3. The date of the filing of the articles of incorporation of such corporation in the office of the secretary of state was December 10, 1971.
4. The statute or statutes pursuant to which such corporation was organized are 351.010-351.935, RSMo.
5. The name assumed by such corporation is Peaceful Valley Service Company.
6. Peaceful Valley Service Company elects to become a nonprofit membership corporation subject to sections 393.175, 393.825 to 393.861, 393.900 to 393.951 RSMo., as amended.
7. The manner and basis of converting the shares of stock of such corporation into memberships in the converted corporation after completion of the conversion shall be that any stock owned by Peaceful Valley Property Owner's Association would be cancelled and in return the value of said stock would be consideration for all current and future members of the Peaceful Valley Property Owner's Association to have membership of the Peaceful Valley Service Company.
8. The legal description of the territory in which the company intends to operate is the Peaceful Valley Lake Estates as the same is shown of record in the Recorder's Office of Gasconade County, Missouri, and located in the NE1/4 of Section 25, Township 12, Range 6.
9. The method chosen for distributing the assets of the company upon dissolution shall be in accordance with ~~sections 393.945~~ 393.945, RSMo., as amended and any other statutes applicable to a nonprofit water and nonprofit sewer company.
10. There are no provisions that are not inconsistent with sections 393.175, 393.825 to 393.861, 393.900 to 393.951 RSMo., as amended, that are deemed necessary or advisable for the conduct of the business and affairs of such corporation;

\$30. ORI-08272014-2658

ORI-04212015-1520 State of Missouri
No of Pages 3 Pages



Conversion - For Profit (D)

11. The effective date of this document is the date it is filed by the Secretary of State of Missouri.

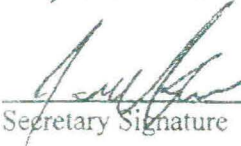
In Affirmation thereof, the facts stated above are true and correct:


Board of Directors/Officer Signature

AUGUST B. HOERNSCHEHER 6/20/14
Printed Name President Date

Corporate Seal

ATTEST


Secretary Signature

Joan Hagen 6/21/14
Printed Name Date

