

**AMENDED ARTICLES OF INCORPORATION OF EDEN WATER WORKS COMPANY**

Pursuant to the Utah Revised Nonprofit Corporation Act, Eden Water Works Company, following a meeting of the shareholders at which meeting the shareholders approved and adopted the following amended articles of incorporation, hereby amends its Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this Corporation shall be Eden Water Works Company, a Utah non-profit Corporation.

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The principal place of business of this Corporation shall be at Weber, County of Utah, State of Utah; provided, however, that when necessary, special meetings of the Board of Directors may be held at any place within the State of Utah. The Corporation's registered agent shall be Ron Lackey, President.

I hereby accept the position of Registered Agent

  
\_\_\_\_\_  
Ron Lackey

**ARTICLE III  
PERIOD OF DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE IV  
AUTHORIZED SHARES AND MEMBERSHIP**

A. The limit of the capital stock of the Corporation shall be seven hundred forty seven (747) shares of stock. Membership in the Corporation shall be evidenced by the issuance of shares of stock, as hereinafter provided. The holder of a share of stock of the Corporation shall become a member of the Corporation only upon completion of the recordation of the share of stock in the name of such holder upon the records of the Corporation. The Corporation may issue certificates representing stock ownership.

B. Each member shall be entitled to cast one vote for each share of stock on any matter presented to the shareholders for a vote.

C. The Corporation's stock is assessable in such amounts, at such times, in such manner, and for purposes consistent with the Corporation's purposes as the board of directors from time to time shall determine.

D. The names, places of residences, and the amount of shares subscribed and held by each shareholder shall be maintained at the Corporation's office.

**ARTICLE V**  
**PURPOSE**

The objects and purposes for which this Corporation is formed and created are as follows:

A. To own and acquire the ownership of and title to, by purchase, appropriation, or otherwise, water rights for domestic and culinary purposes and for the purpose of irrigating the lands of the shareholders that can be served by the Corporation's system.

B. To control and regulate rights to the use of water so acquired and owned as aforesaid and to equitably distribute the same to and among the shareholders pro rata, according to the number of shares of stock owned by them respectively.

C. To take measures and adopt bylaws and policies necessary to protect its shareholders from misuse of the water of the Corporation.

D. To purchase, sell, exchange, subscribe for, hold, and control for the benefit of the shareholders of this Corporation, shares of the capital stock of other corporations engaged in like business with this Corporation.

E. To own, build, construct, and operate springs, wells, well houses, chlorinator buildings, tanks, dams, pipelines, canals, ditches, weirs, head gates, and any other facility for the purpose of diverting, controlling, and distributing water to its shareholders.

F. To levy such assessments as may be necessary for the construction, maintenance, repair, and operation of the springs, wells, well houses, chlorinator buildings, tanks, dams, pipelines, canals, ditches, or other facilities belonging to this Corporation.

G. To take any action necessary to carry out the purposes as herein set forth.

H. To do any other lawful action determined by the Board.

I. This statement of purposes shall not be held to limit or restrict in any manner the general powers of the Corporation. The Corporation shall be authorized to exercise and enjoy all the powers, rights, and privileges conferred upon nonprofit corporation by the laws of the State of Utah.

**ARTICLE VI**  
**DIRECTORS AND OFFICERS**

A. The Board of Directors shall manage and direct the business of the Corporation. The Corporation shall have five directors. The Corporation shall have a president and vice

president. The president and vice-president shall be members of the Board of Directors and each will be elected annually from the new Board members and existing Board members. The Board shall appoint a secretary-treasurer, who need not be a director. Shareholders elect the Board; the Board elects its officers.

B. No person shall be eligible for the office of director, president, or vice president unless he or she shall be, at the time, the holder of at least one share of the capital stock of the Corporation as shown by the books thereof and is current on his or her assessment. The secretary and treasurer need not be a shareholder of the Corporation.

C. The terms of office for directors and officers shall be for three years and until their successors are elected and qualified. The terms of the directors shall be staggered so that no more than three director positions are voted on at any annual meeting.

D. The Board may employ a watermaster and other employees it deems necessary to conduct the business of the Corporation.

#### **ARTICLE VII MEETINGS**

At a location determined by the Board, the annual meeting of the shareholders shall be held on the second Tuesday of October each year for the Shareholders to elect Directors and for such other purposes as may come before such meeting. Notice of said meeting shall be given to each shareholder of record by mailing or emailing to the last known address of such shareholder a written notice thereof, ten (10) days prior to the holding of such meeting. Failure to hold the annual shareholder meeting or any other shareholder meeting at the time appointed therefor shall not prevent a meeting at any subsequent time upon ten (10) days written notice thereof to each shareholder and shall not affect the validity of any corporate action or work a forfeiture or dissolution of the Corporation. Special meetings shall occur as set forth in the bylaws.

#### **ARTICLE VIII REMOVAL FROM OFFICE**

Any elected director may be removed from office and his or her office declared vacant for misconduct or just cause by a two-thirds majority vote of the stock of the Corporation represented at a meeting called for that purpose, of which meeting and the purpose thereof, the offending officer and shareholders shall be given at least ten (10) days notice in writing. Said meeting may be called by the president or by a call signed by ten (10) percent of the stock issued.

#### **ARTICLE IX BOARD VACANCY**

A vacancy on the Board of Directors or other officers caused by resignation, death, removal, or disability shall be filled by the remaining directors by appointment, and said appointee shall hold his or her office until the next annual meeting, or until his or her successor is elected and qualified.



**ARTICLE X**  
**INTERNAL AFFAIRS AND BYLAWS**

A. Three (3) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting for the Board of Directors, and such quorum shall have power and authority to transact the business of the Corporation and exercise the corporate powers thereof.

B. The directors may adopt and amend bylaws and make such rules and regulations as four (4) of the five (5) of them may approve, not inconsistent with these Articles or the laws of the State of Utah or the laws of the United States of America.

**ARTICLE XI**  
**SHAREHOLDERS' LIABILITY**

The private property of the shareholders shall not be liable for the debts and obligations of the Corporation.

**ARTICLE XII**  
**ASSESSMENTS**

A. Each share of stock shall be assessable pursuant to the Utah Share Assessment Act, Utah Code Ann. §§ 16-101 to -312 as amended, for the purpose of raising funds to accomplish the purposes of the Corporation and to pay its debts, liabilities, or obligations. The capital stock of the Corporation, except as herein limited, shall be assessable in such amounts and at such times as determined by the Board of Directors. The Board of Directors shall have the discretion to levy assessments on other than a pro rata basis and may vary the amounts of the assessments among the shareholders; such assessments must be equitable but need not be equal among the shareholders.

B. In the event a shareholder is in default of payment on an assessment, the Corporation may, after reasonable notice to the delinquent shareholder, take any reasonable action necessary to enforce payment of the delinquent assessment, including but not limited to:

- (1) Impose a late charge, penalty, or interest;
- (2) Suspend one (1) or more benefits of share ownership, including the right to vote, to transfer shares, or the delivery of water;
- (3) Sell the shares on which payment is delinquent at a limited public auction in conformance with the requirements of the Utah Share Assessment Act;
- (4) Cancel the delinquent Share and convert it to treasury stock;
- (5) Commencing legal action for specific performance to collect the unpaid assessment, including costs and reasonable attorney's fees; and
- (6) Any other enforcement method adopted by the Board or set forth in the Bylaws and consistent with these Articles.

C. No delay by the Corporation in exercising any right or single partial exercise of any such right under this Article XII shall operate as a waiver thereof. Enforcement by the

Corporation

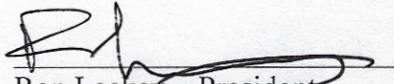
of any right hereunder shall not constitute any election by it of remedies so as to preclude the exercise of any other remedy available to it.

**ARTICLE XIV  
AMENDMENTS**

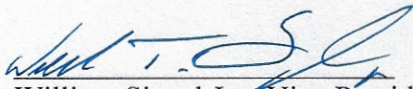
These Articles of Incorporation may be amended by a two-thirds (2/3) majority vote of all the outstanding voting shares; the vote must occur at a meeting called for that purpose.

**VERIFICATION**

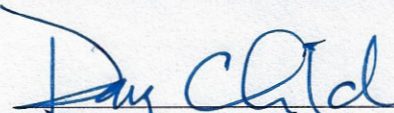
The undersigned, as directors of Eden Water Works Company hereby certify that the above Amended Articles of Incorporation were adopted by a vote of 4 in favor and 0 vote in opposition by a special meeting of the shareholders called for the purpose of amending the articles at a meeting held on July 21, 2020 in Eden, Utah.



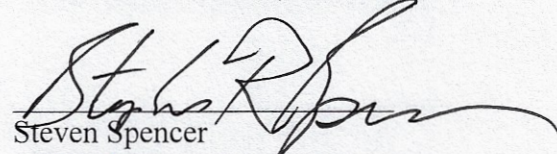
Ron Lackey - President  
2935 N Wolf Creek Dr Eden, UT 84310



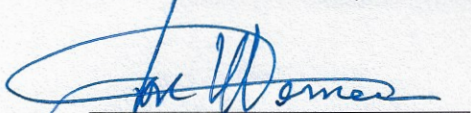
William Siegel Jr - Vice President  
3250 N River Dr Eden, UT 84310



Doug Child - Treasurer  
2792 N 4975 E Eden, UT 84310



Steven Spencer  
4861 E 2800 N Eden, UT 84310



Jon Werner  
2999 N 5100 E Eden, UT 84310