

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OLD MEADOWS RANCHOS COMMUNITY & WATER COMPANY**

Pursuant to and in accordance with Sections 16-10a-1003 and 1006 of the Utah Revised Business Corporation Act (the "Act"), these Amended and Restated Articles of Incorporation of Old Meadows Ranchos Community & Water Company, Inc. are made, executed and filed by the undersigned persons with the Utah Department of Commerce, Division of Corporations and Commercial Code (the "Division") effective as of the ((to be determined)), replacing any previous adopted versions of the Articles of Incorporation for Old Meadows Ranchos Community and Water Company.

The undersigned certify that:

1. They are the President and Vice President of Old Meadows Ranchos Community & Water Company, Inc., a nonprofit corporation organized under the Utah Revised Nonprofit Corporation Act.
2. The Articles of Incorporation of this Corporation are amended and restated as follows:

**ARTICLE I
NAME**

The name of the Corporation is OLD MEADOWS RANCHOS COMMUNITY & WATER COMPANY.

**ARTICLE II
DURATION**

The period of duration of the Corporation shall be PERPETUAL, unless dissolved or otherwise terminated by Operation of Law.

**ARTICLE III
PURPOSES**

The Purposes for which the nonprofit Corporation is organized are:

- A. To acquire, own, hold and control water rights for the use and benefit of and for its members;
- B. To construct, dig, excavate, own and maintain canals and waterways for irrigation and other incidental purposes and to enter into contracts of any kind in connection with the business of the corporation;
- C. To construct, own and maintain pipelines, water storage tanks and reservoirs, and such miscellaneous equipment as shall be necessary from time to time in order to distribute water to the fields of its members, including the right to own, maintain and operate reservoirs and water wells, and to acquire and sell any real or personal property deemed necessary for use in carrying on the business of the corporation;
- D. Any excess funds received by the corporation in conducting any of its activities, of any nature or kind, shall be reinvested or used by the directors in the improvement of and betterment of the facilities owned and operated by the corporation and for the benefit of its shareholders; to this end the Board of Directors may establish reasonable reserves of funds for anticipated needs of the Corporation.

E. To carry on any and all other activities legal for nonprofit corporations under the laws of Utah and any other state in which this corporation engages in the transaction of its business which shall be necessary or desirable for the use and benefit of its members, as allowed pursuant to the Corporations Bylaws and under the requirements for Board Approval.

F. This Corporation is the successor of a corporation of the same name which was incorporated the 2nd day of August, 1971 under the laws of the State of Utah, which lost its charter for failure to file reports with the Utah Division of Corporations. The assets of that previous corporation continue to be held in the name of that Corporation and it is the intent of the Incorporator, the Board and the shareholders that this Corporation shall succeed to all assets and all rights of that former Corporation without transfer or conveyance of ownership and to its duties and obligations to its shareholders. The shareholders of the former corporation continue to be the shareholders of this corporation.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred on nonprofit corporations by the laws of the State of Utah including, without limitation, the power to purchase or otherwise acquire real or personal property and sell or otherwise convey the same.

ARTICLE IV MEMBERS AND SHAREHOLDERS

The Corporation shall have voting members, who shall be known as "Shareholders". One vote shall be allowed for each member owning shares in the Corporation. No sale or transfer of sales shall be effective until recorded upon the records of the Corporation. No shareholder may change the point of diversion for water from the delivery system without approval of the Board of Directors of the Corporation as outlined in the Corporations Bylaws.

ARTICLE V CLASSIFICATION OF SHARES

The Corporation shall issue shares of stock evidencing membership in the Corporation and interests in water rights and the other assets owned by the Corporation. The corporation shall have authority to issue a total of 80 shares, all of which shall be without par value.

ARTICLE VI EARNINGS

The corporation is nonprofit and no part of the net earnings of the corporation shall inure to or for the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed, including necessary and bona-fide purchases and contracts with its members, officer and directors.

ARTICLE VII DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the termination and dissolution of this corporation, after paying or adequately providing for its debts and obligations, the remaining assets of the corporation shall be distributed to a successor chosen by the Board of Directors so long as the successor is tax exempt under Section 501 (c) of the Code, or corresponding section of any future federal tax code, and so long as such distribution otherwise complies with Utah law.

ARTICLE VIII
INTERNAL AFFAIRS

Provision for regulation of the internal affairs of the Nonprofit Corporation shall be specified in the Bylaws of the Corporation. The Directors may also establish Rules and Regulations to govern the administration of the water distribution system.

ARTICLE IX
OFFICE AND REGISTERED AGENT

The address of the Initial Registered Office of the Corporation is 2473 West 5300 North, Cedar City, Utah 84721, and the name of its initial Registered Agent at such address is Jennifer Schrimshaw. Such office may be changed at any time by the Board of Trustees without amendment of these Articles of Incorporation.

I hereby acknowledge and accept appointment as corporate registered agent:
Signature: _____

ARTICLE X
INITIAL GOVERNING BOARD

The number of Directors constituting the initial Board of Directors is four (4) and the names and addresses of the persons who are to serve as Directors until the first meeting of shareholders or until their successors are elected and shall qualify are as follows:

Name	Address
Jenny Schrimshaw	2473 West 5300 North Cedar City, UT 84721
Robert Stewart	2417 West 5300 North Cedar City, UT 84721
Laura Williams	2590 West 5300 North Cedar City, UT 84721
Carol Langstaff	2391 West 5300 North Cedar City, UT 84721

ARTICLE XI
INCORPORATORS

The names and addresses of the Incorporator is as follows:

Name	Address
Jenny Schrimshaw	2473 West 5300 North Cedar City, UT 84721

ARTICLE XII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by the Utah Revised Nonprofit Corporation Act or any other applicable law, the Corporation shall indemnify any Director, officer, or former Director or officer of the Corporation against any expense reasonably incurred in connection with any action, suit, or proceeding in which he/she is made a party by reason of being, or having been a Director or officer of the Corporation, provided that he/she acted in good faith and that he/she reasonably believed his/her conduct was in the Corporation's best interest and was not adverse to the Corporation. The indemnification of such expenses shall include attorney's fees, judgments, fines, liabilities and amounts paid in settlement.

The Corporation shall indemnify such person in accordance with the bylaws of the Corporation, so long as such indemnification provisions are not inconsistent with Title 16, Chapter 6a, Part 9 of the Utah Code, provided, however, that no such Director or officer shall be so indemnified with respect to any matter as to which such director or officer shall, in any such action, suit or proceeding, be finally adjudged to be liable for actual misconduct or gross negligence in the performance of his or her duties as a Director or officer.

The Corporation may obtain insurance to assist it in performing this obligation.

The foregoing rights of indemnification shall not be exclusive of other rights to which any such Director or officer shall be entitled as a matter of law.

ARTICLE XIII
LIMITATION ON LIABILITY

To the fullest extent permitted by the Utah Revised Nonprofit Corporation Act or any other applicable law, no Director or officer of the Corporation shall be personally liable to the Corporation or its members for civil claims or monetary damages arising from acts or omissions made in the performance of such person's duties as a Director or officer, unless the acts or omissions are the result of such person's intentional misconduct.

ARTICLE XIV
ASSESSMENTS

This corporation shall have power to make and levy assessments against its members and their interests in the corporation. The corporation shall, through its Board of Directors, establish rules and methods for the collection of such assessments and may establish penalties for failure of its members to pay assessments as designated, such as withholding water from the delivery system to that shareholder. Such assessments may be levied, collected and used only for the following expenditures:

1. Payment of current operating expenses of the corporation;
2. Payment of expenses of permanent improvements or purchases of assets, including the costs of purchasing necessary lands, buildings and facilities to be used for owning, holding and distributing water to which the corporation has a right, and acquiring and developing water rights for the benefit and use of its shareholders. The Board of Directors shall have the power to levy such assessments for the foregoing purposes at such time and in such manner as the Board of Directors shall from time to time determine to be necessary; provided, however, such assessments shall not be inconsistent with the purposes for which this corporation is organized, shall be assessed equally according to the rights of the shares, and shall be in accordance with the laws of the State of Utah relative to levying assessments.
3. The Board of Directors may establish reasonable reserves of funds for anticipated future needs of the Corporation.

3. The foregoing amendment and restatement of the Articles of Incorporation was duly approved by the Board of Directors on April ____ 2018.

4. The foregoing amendment and restatement of the Articles of Incorporation was duly approved by the required vote of shareholders on April ____ 2018 in accordance with Section 16-6a-1003 of the Utah Code. A quorum of shareholders was present. The percentage vote required was more than 50% of the quorum of shareholders present. The number of shareholders voting in favor of adopting the Amended and Restated Articles of Incorporation equaled or exceeded the vote required.

IN WITNESS WHEREOF, the undersigned have signed these Amended and Restated Articles of Incorporation on this ____ day of April 2018

Dated: _____
Jenny Schrimshaw, President

Dated: _____
Robert Stewart, Vice President