
**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WATERPRO, INC.**

WATERPRO, INC., (referred to herein as the “Corporation”), a corporation organized and existing under and by virtue of the provisions of the Utah Revised Business Corporation Act (the “Utah Code”), does hereby certify:

FIRST: The Corporation was originally incorporated pursuant to the Utah Code on August 8, 1997.

SECOND: The Amended and Restated Articles of Incorporation, in the form attached hereto as Exhibit A, were duly adopted on November 9, 2004, in accordance with the provisions of § 16-10a-1006 and 16-10a-1007 of the Utah Code by the board of directors.

THIRD: The Amended and Restated Articles of Incorporation were approved by the Corporation’s sole stockholder, who holds all of the 20,000 issued and outstanding shares of the Corporation, in the manner required by the Utah Code and the articles of incorporation on November 9, 2004;

FOURTH: The Amended and Restated Articles of Incorporation so adopted read in full as set forth on Exhibit A attached hereto and incorporated herein by this reference.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by the undersigned duly authorized officer this 9th day of November, 2004.

WATERPRO, INC.

By: /s/ Stephen L. Tripp
Stephen L. Tripp, President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WATERPRO, INC.

In accordance with the provisions of § 16-10a-1006 and 16-10a-1007 of the Revised Business Corporation Act, does hereby sign and deliver, in duplicate, to the Division of Corporations and Commercial Code of the state of Utah, these Amended and Restated Articles of Incorporation for Waterpro, Inc., (hereinafter referred to as the “Corporation”).

ARTICLE I
NAME

The name of the Corporation shall be WaterPro, Inc.

ARTICLE II
PURPOSE

The Corporation is organized for the following purposes:

- (a) to provide water service management and related administrative functions in connection with the delivery of culinary and pressurized irrigation water;
- (b) to engage in any activity necessary or convenient with respect to the foregoing, including the acquisition and ownership of interests in real and personal property; and
- (c) to engage in any lawful act or activity for which a corporation may be organized under the laws of the state of Utah and to exercise all powers permitted thereby.

ARTICLE III
AUTHORIZED SHARES

The Corporation shall have the authority to issue 20,000 shares of common stock, par value of \$0.01, and 2,000,000 shares of preferred stock, par value of \$0.01. The common stock, in the absence of a designation of a separate series by the board of directors as hereinafter provided, shall have unlimited voting rights and is entitled to receive the net assets of the Corporation upon dissolution. The board of directors of this Corporation is hereby expressly granted authority, without stockholder action, and within the limits set forth in the Utah Revised Business Corporation Act, to:

- (a) designate, in whole or in part, the preferences, limitations, and relative rights of any class of shares before the issuance of any shares of that class;
- (b) create one or more series within a class of shares, fix the number of shares of each such series, and designate, in whole or part, the preferences, limitations, and relative rights of the series, all before the issuance of any shares of that series;

(c) alter or revoke the preferences, limitations, and relative rights granted to or imposed upon any wholly unissued class of shares or any wholly unissued series of any class of shares; or

(d) increase or decrease the number of shares constituting any series, the number of shares of which was originally fixed by the board of directors, either before or after the issuance of shares of the series; *provided* that, the number may not be decreased below the number of shares of the series then outstanding, or increased above the total number of authorized shares of the applicable class of shares available for designation as a part of the series.

The allocation between the classes, or among the series of each class, of unlimited voting rights and the right to receive the net assets of the Corporation upon dissolution, shall be as designated by the board of directors. Shares of any class of stock may be issued, without stockholder action, from time to time in one or more series as may from time to time be determined by the board of directors.

**ARTICLE IV
CONTROL SHARE ACQUISITION**

The provisions of the Control Share Acquisitions Act, section 61-6-1 *et. seq.*, of the Utah Revised Code, shall not be applicable to control share acquisition of the securities of the Corporation. This election is made in accordance with the provisions of section 61-6-1 of the Utah Revised Code.

**ARTICLE V
LIMITATION ON LIABILITY**

To the fullest extent permitted by the Utah Revised Business Corporation Act or any other applicable law as now in effect or as it may hereafter be amended, a director of the Corporation shall have no personal liability to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director.

**ARTICLE VI
INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS**

To the fullest extent permitted by the Utah Revised Business Corporation Act or any other applicable law as now in effect or as it may hereafter be amended, the Corporation shall indemnify directors as set forth in the bylaws. The Corporation may indemnify officers, employees, fiduciaries, and agents to the extent provided for in the bylaws or authorized by the board of directors.

**ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation's registered office and the name of the registered agent at that address in the state of Utah is:

Darrin Jensen
12421 South 800 East
Draper, Utah 84020

Either the registered office or the registered agent may be changed in the manner provided for by law.

The undersigned affirms and acknowledges, under penalties of perjury, that the foregoing instrument is my act and deed and that the facts stated herein are true.

DATED this 9th day of November, 2004.

/s/ Curtis DeYoung
Curtis DeYoung, Secretary