

APPROVED by the Division of Corporations  
and Commercial Code of the Utah State  
Department of Business Regulation  
of the 26<sup>th</sup> Aug day of Aug A.D. 19 85  
Corporate Documents Examiner BS  
Fees paid \$ 10.00

ARTICLES OF INCORPORATION  
OF

1985 AUG 26 AM 11:46

116557

BIRCH SPRING NONPROFIT PRIVATE WATER CORPORATION

The undersigned citizens of the United States of America  
over 21 years of age, residing within the State of Utah, pursuant  
to the provisions of Title 16, Chapter 6, Sections 18 to 53, Utah  
Code Annotated, 1953 as amended, pertaining to nonprofit  
corporations, do hereby associate together for the purpose of  
establishing and operating a non-profit corporation without  
corporate stock, with members only, and hereby execute these  
Articles of Incorporation, whereby they agree as follows:

ARTICLE I. NAME

The name of this Utah nonprofit corporation is and shall be  
BIRCH SPRING NONPROFIT PRIVATE WATER CORPORATION.

ARTICLE II. PERIOD OF DURATION

The period of duration of the corporate existence of this  
nonprofit corporation shall be perpetual.

ARTICLE II. RESIDENT AGENT AND PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation and the  
resident agent shall always be within Salt Lake County, State of  
Utah. Initially the principal place of business of the  
corporation shall be 2140 Sherman Avenue, Salt Lake City, Utah  
84108. At first the registered agent of the corporation shall be  
Grant K. Fry, whose address is 2140 Sherman Avenue, Salt Lake  
City, Utah 84108.

5246701013

ARTICLE IV. PURPOSES, OBJECTIVES AND POWERS

This nonprofit corporation is organized for the following purposes, and objectives, with all of the following purposes including the powers authorized by statute:

(a) To operate for the benefit of members who pay their fair share of the costs and expenses of the private water system hereby established, and subject to the terms and conditions hereinafter specified and as required by law, a nonprofit private water system involving the Birch Spring located within Section 22, Township 1 South, Range 2 East, of the Salt Lake Base and Meridian, as said Section 22 was reestablished under the 1927 Government Resurvey.

(b) To acquire from Paul E. Reimann and Maybeth Farr Reimann, his wife, or from the survivor of them, the following approved application on file in the office of the State Engineer of the State of Utah, relating to the said Birch Spring, original application No. 31996.

(c) To acquire from said applicants of record, in addition to said pending applications, storage tanks established by said applicants and pipelines and other facilities, and storage tanks and pipelines and other facilities established by others, in the area for the diversion and use of waters from said Birch Spring, on such terms and conditions as shall be reasonable and just.

(d) To file additional or supplemental applications to appropriate water to beneficial use or uses from said Birch Spring, and from said existing point of diversion relating thereto.

(e) To establish pipelines and storage tanks and other facilities for distribution of culinary water from said Birch Spring, for the benefit of members who are served with water from said spring; and inasmuch as the installation of pipelines and other facilities for distribution of water from said Birch Spring, requires the use of private roads deeded to Panorama Road Corporation, in addition to payment by members of this nonprofit corporation of their proportionate share of the costs and expenses for distribution of water from said Birch Spring shall also be required to pay the road assessments lawfully levied by Panorama Road Corporation.

(f) To install, repair and replace pipelines and storage tanks for distribution of water from the Birch Spring, with pipelines to be established at such depth and with such appropriate cushion which will not impair the roads held of record by Panorama Road Corporation, and for necessary road repairs resulting from installation and repair of such pipelines to be assessed to the members who received water from said Birch Spring, and not chargeable to Panorama Road Corporation.

(g) To provide for testing of water from said Birch Spring, and the taking of appropriate measures to assure sanitation, and to prevent contamination of the waters of the Birch Spring.

(h) To require each water user of water from said Birch Spring to install in connection with his home or cabin or other place for use of water culinare purposes, a private storage tank of at least 200 gallons capacity, to provide a sufficient available supply during any day, so that no family entitled to



water from said Birch Spring will be deprived of a proportionate share of water from said Birch Spring.

(i) In order to aid in determining the apportionment of all costs and expenses in connection with the distribution of water from said Birch Spring to members, in addition to the requirement in paragraph (h) above, each water user shall have installed on the private storage tank a suitable water meter to measure the water chargeable to such member or family using the water.

(j) The officers of this nonprofit corporation shall have the duty to shut-off the flow of water to any member or water user who fails to pay road assessments lawfully levied by Panorama Road Corporation for special road repairs relating to repairs and expenses of the pipeline installations connected with said Birch Spring, and also for failure to pay the regular road assessments lawfully levied by Panorama Road Corporation.

(k) To police the water system and facilities to prevent hunting and other activities dangerous and detrimental to homes, cabins and properties of this nonprofit corporation.

(l) To exercise all of the powers authorized by statutes pertaining or applicable to nonprofit corporation.

#### ARTICLE V. GOVERNING BOARD AND OFFICERS

The governing board of this corporation shall consist of a Board of Trustees, not less than three nor more than five in number. Officers appointed by the Board of Trustees shall include a president, a vice-president and a secretary and treasurer, who shall hold office for such period of time as

determined by the Board of Trustees. The secretary may also act as the treasurer.

Until the first annual meeting of the members of this corporation held in 1986, the following named persons shall act as the Board of Trustees and the executive officers of this corporation.

Grant K. Fry  
2140 Sherman Avenue  
Salt Lake City, Utah 84108

Thomas E. Anderson  
3147 South 2850 East  
Salt Lake City, Utah 84109

Gene D. Hitler  
3143 Celeste Way  
Salt Lake City, Utah 84109

ARTICLE VI. MEMBERS

This nonprofit corporation is organized without capital stock. It shall not issue any capital stock. This corporation shall have only members, who also have membership in the Panorama Road Corporation, who own land or interests in land which can be served with water from the Birch Spring, who pay their proportionate share of expenses of this corporation, and who also pay the \$100.00 membership fee in Panorama Road Corporation and the road assessments lawfully levied by said Panorama Road Corporation, and the annual proportionate share of expenses of this corporation whether by annual or special assessment by Board of Trustees, or otherwise.

There shall be a membership fee amounting to \$50.00. In case of sale of real estate served by the Birch Spring Water

reason of weather conditions or other conditions which might require having the meeting adjourned or held at a later date.

ARTICLE VIII. CERTIFICATES OF MEMBERSHIP

A property owner whether an individual or family trust or family corporation qualified for membership, by being or becoming entitled to water from said Birch Spring, shall upon qualifying for acquisition of water from said Birch Spring, and the payment of the required fees, shall receive a certificate of membership in this nonprofit corporation. Voting rights on such certificate of membership in case of a corporation or a family trust, shall be exercised by the individual who is designated by said corporation or by a family trust by written notice to the Board of Trustees of this nonprofit corporation. Upon change in officers of such corporation or family trust such corporation or family trust shall have the right upon written notice to the Board of Trustees to designate the person who shall exercise voting rights on behalf of said corporation or family trust.

ARTICLE IX. CONDITIONS FOR TERMINATING MEMBERSHIP

In the event a member shall fail to comply with the requirements set forth in Article IV, subdivisions (h) and/or (i) and the officers issue written notice to any member of intent to exercise the rights specified in subdivision (j) of said Article IV, and a member shall have failed for a period of not less than two (2) years to comply with the provisions of subdivisions (h) and (i) of said Article IV, or such member shall have failed and neglected for a period of not less than two (2) years to pay all sums lawfully assessed by the Board of Trustees for the



7

System, there shall be a transfer fee of \$10.00 for transfer of the Certificate of Membership.

In the event title to real estate served with water from the Birch Spring is held in the name of a family corporation, some officer of such family corporation may be designated to act as the representative of said family corporation to vote in meetings of the members, at any annual or special meeting of the members. With respect to real estate owned of record by a family corporation, such family corporation shall be subject to the same requirements as individual members with respect to obligations to pay for water services, and comply with the requirements set forth in Article IV hereof.

In the event a person or family corporation qualified to have distribution of water from the Birch Spring does not subscribe to these Articles of Incorporation initially, such person or family corporation may subsequently obtain membership by compliance with the requirements herein set forth, even if such person is a landowner but has not presently built a house or cabin or otherwise charges shall be made when such person or family corporation is ready to obtain water from said Birch Spring.

#### ARTICLE VII. ANNUAL MEETING OF MEMBERS

The annual meeting of the members of this nonprofit corporation shall be held at Salt Lake City, Utah, or in Mountair Canyon in the Panorama Area, on the second Saturday in May of each year beginning with the year 1986. The board of trustees may deem it advisable to postpone the time of such meeting by

proportionate costs and expenses for distribution of water from the Birch Spring to such member, the Board of Trustees upon written notice sent by certified mail to the last address of such member on the records of this corporation, shall have the right to specify not less than sixty (60) days in which such member shall pay with interest all sums due and owing to this corporation, and in the event of failure to comply with such written notice, the membership privileges including the right to obtain water from the Birch Spring, shall thereupon be terminated.

ARTICLE X. POWER TO ENACT BY-LAWS AND RULES

The Board of Trustees shall have the power to enact, amend and repeal by-laws, and to issue any rules and regulations for sanitation for the safety and protection of said Birch Spring. At any lawful meeting of the members at which two thirds or more of the members shall be in attendance in person or by proxy or representative, by-laws may be enacted, amended or repealed; and rules and regulations may be adopted for safety and protection of the Birch Spring.

ARTICLE XI. AMENDMENTS

Amendments may be enacted to these Articles of Incorporation in the manner provided by law. In the event all of the members shall agree to an amendment the same may be declared adopted by the written signatures of all the individual members and the duly appointed representatives of members who or which are corporations or family trusts. Such amendment or amendments shall be effective when filed in the corporation division of the



State of Utah. In the event any provision of these Articles of Incorporation shall be adjudged to be invalid, such adjudication shall not invalidate the remaining portions of these Articles of Incorporation or amendments hereto.

IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation of this nonprofit corporation at Salt Lake City, Utah, this 20<sup>th</sup> day of August, 1985.

Grant K. Fry (SEAL)  
GRANT K. FRY

Thomas E. Anderson (SEAL)  
THOMAS E. ANDERSON

Gene D. Hitler (SEAL)  
GENE D. HITLER

STATE OF UTAH )  
 : SS  
COUNTY OF SALT LAKE )

On this 20 day of August, 1985, personally appeared before me Grant K. Fry, Thomas E. Anderson and Gene D. Hitler, who each being by me severally their names to the foregoing Articles of Incorporation of BIRCH SPRING NONPROFIT PRIVATE WATER CORPORATION, organized under the laws of the State of Utah, and that the statements made in the foregoing Articles of Incorporation are true and correct.

My commission expires:

Sept. 1987

Frank J. Fry  
Notary Public in and for the  
State of Utah

1985 AUG 26 AM 11:47

ACKNOWLEDGEMENT OF ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

STATE OF UTAH )  
 : SS  
COUNTY OF SALT LAKE )

GRANT K. FRY, being duly sworn, deposes and says that he acknowledges that he has been appointed as Registered Agent of Birch Spring Nonprofit Private Water Corporation and that he accepts said appointment.

DATED this 23 day of August, 1985.

*Grant K. Fry*

Subscribed and sworn to before me this 23 day of August, 1985.

My Commission Expires:

Feb 89

*Justine L. Fry*  
Notary Public  
Residing at: 2450 W/600 So

