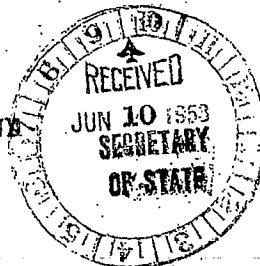


945.7  
3078  
28712

# ARTICLES OF INCORPORATION

OF

BOULDER FARMSTEAD WATER COMPANY



STATE OF UTAH, )  
; SS.  
COUNTY OF GARFIELD )

We, the undersigned, citizens of the United States and all of our number being residents of Boulder, Garfield County, State of Utah, desiring to form a corporation under the laws of the State of Utah for the purpose of becoming a body corporate under and by virtue of said laws and according to the provisions of the Statutes in such cases made and provided, do hereby make, sign, execute and verify this agreement in writing of our intention to become such body Corporate.

## ARTICLE I.

The name of the corporation hereby formed is the Boulder Farmstead Water Company.

## ARTICLE II.

The time of duration of the corporation shall be ninety-nine years unless sooner dissolved.

## ARTICLE III.

The principal place of business of the corporation is Boulder, Garfield County, State of Utah.

## ARTICLE IV.

The incorporators and their places of residences are:

<u>Name</u>	<u>Residence</u>	<u>Shares Subscribed</u>
Lester Baker	Boulder, Utah	1
Emeron Peterson	Boulder, Utah	1
Ivan Lyman	Boulder, Utah	1
Bud Ormond	Boulder, Utah	1
Irene King	Boulder, Utah	1

## ARTICLE V.

The objects of the corporation shall be to distribute culinary and stock water to the stockholders of the corporation, not for profit; to build reservoirs for the storing of water and to construct necessary distribution systems from the source of the head houses and any other equipment necessary or convenient in the distribution of said water to the stockholders; said corporation shall have power to make monthly or other periodic charges to its stockholders for the service of water distribution on the basis of either a measurement or flat rate for the purpose of maintenance of the system and paying indebtedness.

The Corporation shall have the power to own property, both real and personal and mortgage, hypothecate or incumber the same; to borrow money, make and issue bonds, notes, assignments, and other evidences of indebtedness. It shall have the power to sue and be sued and adopt a corporate seal.

The corporation shall have the power to perform, either for itself or its members and stockholders any and all acts and things and to have and exercise any and all power which may be necessary and convenient to any or all of the foregoing purposes or which may be permitted by the laws of the State of Utah, including the power to borrow money and secure the payments of the same, provided, however, that all of the operations of this corporation shall be on a non-profit basis and shall not be for pecuniary benefit to said corporation or its stockholders.

The Board of Directors shall have the power to remove any member who fails to keep membership dues paid up to date. The Board of Directors, by a majority vote, at any regular called meeting may receive new members into the association by them buying one share of stock at a price determined on by the directors at that time.

#### ARTICLE VI.

The amount of stock to which each party has subscribed is as follows:

<u>Name</u>	<u>Residence</u>	<u>Shares Subscribed</u>
Lester Baker	Boulder, Utah	1
Emerson Peterson	Boulder, Utah	1
Ivan Lyman	Boulder, Utah	1
Bud Ormond	Boulder, Utah	1
Irene King	Boulder, Utah	1

The stock of this corporation shall be without nominal or par value of which there shall be 50 shares, and the number of shares with which it shall start business shall be five shares. Stock may be issued from time to time without action by the stockholders and the shares so issued shall be deemed fully paid stock and the holders thereof shall not be liable for any payment except for assessments levied for the maintenance and operation of said corporation and for the retirement of any indebtedness of the corporation.

#### ARTICLE VII.

The number and kind of officers of this corporation and terms of office and time and manner of election, removal and resignation are as follows: The general management of the corporation shall be vested in a Board of Five Directors, which Board of Directors shall be elected at an annual election by the stockholders to be held at a place designated by the President of this corporation in Boulder, Carfield County, State of Utah, at 7:00 p.m. on the 16th day of September, 1953, and annually thereafter on the 16th day of September, unless such day falls on a holiday and in that event said meeting shall be at the same

time and at the same place but on the following day. At said annual stockholders' election, three directors shall be elected for two years and two directors for one year. Thereafter, all directors shall be elected for a term of two years in order that all of the offices of directors are not vacated in any one year. The Board of Directors shall within ten days after their election elect from their number a President and a Secretary-Treasurer of said corporation. Any stockholder may hold one or more of the offices of this corporation except that no one person shall hold the office of President and at the same time hold the office of Secretary-Treasurer. The following named persons shall be and remain directors of this corporation from the date hereof until the first annual stockholders' meeting and thereafter until their successors shall have been duly elected and qualified or their offices be vacated through disqualification, resignation, death or otherwise, to-wit:

Lester Baker

Emeron Peterson

Ivan Lyman

Bud Ormond

Irene King

and the said Lester Baker shall be President and Irene King shall be Secretary and Treasurer.

All directors and officers of this corporation shall hold office for the terms already specified or until their successors are elected and shall have qualified. The board of directors shall fill all vacancies occurring in the board between elections by appointment of a qualified stockholder to hold office for the remainder of the term, except that a majority of the stockholders shall have the power at any regular or special meeting called to remove any director or officer for cause and fill the vacancy thus created.

The board of directors of said corporation, when authorized by a majority vote of the stockholders at a regularly called meeting, shall have the express power to mortgage, hypothecate or encumber its property for the purpose of obtaining loans of money for the construction of a distribution system from the Government of the United States or any of its agencies, or from any other political Sub-division, or from any other loan agency.

#### ARTICLE VIII.

Three members of the board of directors shall constitute a quorum and they are authorized to transact the business of the corporation and exercise its corporate powers.

#### ARTICLE IX.

The private property of the stockholders shall not be liable for any of the obligations of the corporation.

ARTICLE X.

The corporation may amend its articles of incorporation by a majority vote of all stockholders at the general stockholders' meeting or at any special meeting called for said purpose and after notice of said special meeting containing the amendment to be voted upon, is mailed to each stockholder ten days prior to the date set for the meeting, giving notice of the time and place of said meeting. The corporation may make by-laws for the corporation as seen fit by the directors and the by-laws may thereafter be amended or altered or repealed by the board.

ARTICLE XI.

All voting in any meeting of the stockholders of the corporation shall be done on a stockholder basis rather than by number or shares of stock held by each stockholder, and each stockholder shall be entitled to one vote only, but provisions may be made in the by-laws for voting by the stockholder and his or her spouse under such conditions as may be specified in the by-laws of the corporation.

ARTICLE XII.

This corporation is organized as a water distributing company to distribute culinary water and water for domestic stock watering purposes, to and among its said stockholders and is not organized for profit.

IN WITNESS WHEREOF, the incorporators, being the persons named herein as the first board of directors of the corporation, have hereunto set their hands this 12<sup>th</sup> day of June, 1953.

Lester Baker

Emmanuel H. Heston

Ivan Lyman

Bud Osmond

Gene King

STATE OF UTAH,       )  
                              : SS.  
COUNTY OF GARFIELD )

On this 1st day of June, 1958,  
before me, Nathella Griffin, a notary public in  
and for the County of Garfield, State of Utah, and  
residing at Boulder, Utah, personally  
appeared Lester Baker, Emeron Peterson, Ivan Lyman, Clyde King,  
Bud Ormond, and Irene King, known to me to be the persons whose  
names are subscribed to the foregoing instrument, and they duly  
acknowledged to me that they executed the same.

My Commission expires:

July 18, 1958

Nathella Griffin  
Notary Public )  
Residing at: Boulder, Utah

OATH OF OFFICE OF THE BOARD OF DIRECTORS OF  
BOULDER FARMSTEAD WATER COMPANY

STATE OF UTAH,       )  
                              : SS.  
COUNTY OF GARFIELD )

Lester Baker, Emeron Peterson, Ivan Lyman, Bud Ormond,  
and Irene King, being first severally duly sworn, each for himself,  
on oath deposes and says that I will discharge the duties of my  
office as director of Boulder Farmstead Water Company to the best  
of my judgment, and that I will not do, nor consent to the doing  
of any matter or anything relative to the business of said cor-  
poration with the intent to defraud any stockholder or creditor  
thereof, or the public.

Lester Baker  
Emeron Peterson  
Ivan Lyman  
Bud Ormond  
Irene King

Subscribed and sworn to before me this 1st day of

June, 1953.

Nethella Griffin  
Notary Public

OATH OF OFFICE OF THE PRESIDENT OF  
BOULDER FARMSTEAD WATER COMPANY

STATE OF UTAH,       )  
                          : SS.  
COUNTY OF GARFIELD )

Lester Baker, being first duly sworn, on oath deposes  
and says:

That I will discharge the duties of my office as Presi-  
dent of Boulder Farmstead Water Company to the best of my judg-  
ment, and that I will not do, nor consent to the doing of any  
matter or any thing relative to the business of said corporation  
with the intent to defraud any stockholder or creditor thereof,  
or the public.

Lester Baker

Subscribed and sworn to before me this 1st day of

June, 1953.

Nethella Griffin  
Notary Public

OATH OF OFFICE OF THE SECRETARY AND TREASURER OF  
BOULDER FARMSTEAD WATER COMPANY

STATE OF UTAH,       )  
                          : SS.  
COUNTY OF GARFIELD )

Irene King, being first duly sworn, on oath deposes and  
says:

That I will discharge the duties of my office as Secretary  
and Treasurer of Boulder Farmstead Water Company to the best of my  
judgment, and that I will not do nor consent to the doing of any  
matter or thing relative to the business of said corporation with

intent to defraud any stockholder or creditor thereof, or the public.

Jane King

Subscribed and sworn to before me this 1st day of

June, 1953.

Nethella Griffin  
Notary Public

CERTIFICATE

I, Thomas Dodd, County Clerk of Garfield County, State of Utah, do hereby certify that the incorporators of the Boulder Farmstead Water Company have on this 5th 1st day of June, 1953, duly filed in my office aforesaid, their Articles of Incorporation of said Boulder Farmstead Water Company, together with oaths of office of the officers of said corporation who are to serve until the first election of offices of said company, a full, true, and correct copy of which is attached hereto and made a part hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of this said office this 1st 5th day of June, 1953.

Thomas Dodd Co. Clerk  
by R.D. Dap

STATE OF UTAH, }  
County of Garfield, } ss.

I, Thos. Dodds Clerk of Garfield County, Utah, and ex-officio Clerk

of the District Court, do hereby certify that the above and foregoing is a full, true and correct copy

of the original Articles of Incorporation of Boulder Farmstead Water Company

which is on file in my office.

IN WITNESS WHEREOF I hereunto set my hand and the seal of the Court above mentioned.

This 5th day of June, A. D. 19 53

Thos. Dodds  
County Clerk.

By R.D. Deputy

28712

## ARTICLES OF AMENDMENT OF 1978 JUL 25 DAVID S. MONSON BOLDER FARMSTEAD WATER COMPANY

At a meeting of the Stockholders of the Boulder Farmstead Water Company held MAY 18, 1978, presided over by a quorum of elected officers, an Amendment to ARTICLE XII of the ARTICLES OF INCORPORATION was presented to the membership.

## ARTICLE XII READS:

The corporation is organized as a water distributing company to distribute culinary water and water for domestic stock watering purposes, to and among its said stockholders and is not organized for profit.

To be amended to read:

ARTICLE XII This corporation is organized as a water distribution company to distribute culinary water and water for domestic stock watering purposes, to and among its said stockholders and is not organized for profit.

In the event of dissolution of the company each member, including former members, shall receive his proportionate share of the company's property and assets based upon patronage insofar as is practicable, after paying or providing for the payment of all debts of the company.

The New Amendment was voted upon and received two-thirds of the vote of the members present and those represented by proxy.

Meeting held and vote approved  
May 18, 1978  
BOULDER FARMSTEAD WATER CO.

ATTESTED to by:

Irwin Lyman  
President of Board  
office

State of UTAH County of GARFIELD

Subscribed and sworn to before me this 16 day of July 19 78

Larry Davis  
Notary Public

FILED in the office of the Lt. Gov/Sec. of  
State, of the State of Utah, on the 25th  
day of July A.D. 19 78

DAVID S. MONSON  
Lt. Gov/Sec. of State

Filing Clerk mc Fees \$5.00

My commission expires: 4/11/81

28712

FILED In the office of the Lt. Gov./Sec. of  
State of the State of Utah, on the 9th  
day of NOV A.D. 1982

DAVID S. MONSON  
Lt. Gov./Sec. of State

Filing Clerk mc Fees \$5.00

LAW OFFICES  
OLSEN AND CHAMBERLAIN  
76 SOUTH MAIN  
RICHFIELD, UTAH 84701

1982 NOV -9 PM 1:30

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BOULDER FARMSTEAD WATER COMPANY

\*\*\*\*\*

Pursuant to the laws of the State of Utah, the  
undesignated corporation adopts the following Articles of Amendment  
to its Articles of Incorporation:

FIRST: The name of the corporation is BOULDER  
FARMSTEAD WATER COMPANY.

SECOND: The following amendment of the Articles of  
Incorporation was adopted by the shareholders of the corporation  
on Sept 16, 1982, in the manner prescribed by law:

ARTICLE VI shall be amended as follows:

ARTICLE VI

The aggregate number of shares which the  
corporation shall have authority to issue is  
seventy-five (75) shares which shall be  
without nominal or par value. The stock of  
the corporation shall be without nominal or  
par value. Stock shall be issued from time  
to time without action by the stockholders and  
the shares when issued and the holders thereof  
shall be obligated for assessments levied, for  
the maintenance and operation of the waterworks  
system of the corporation and for the retirement  
of any indebtedness of the corporation.

THIRD: The number of shares of the corporation  
outstanding at the time of such adoption and entitled to vote  
thereon was 58.

FOURTH: The number of shares voted for such amendment  
was 14; the number of shares voted against such amendment  
was 0.

FIFTH: The manner in which such amendment affects a  
change in the amount of stated capital, and the amount of stated  
capital as changed by such amendment, are as follows:

NO CHANGE.

LAW OFFICES  
OLSEN AND CHAMBERLAIN  
76 SOUTH MAIN  
RICHFIELD, UTAH 84701

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24/60/1129288/152

DATED this 24 day of Oct., 1982.

BOULDER FARMSTEAD WATER COMPANY,

By Ivan Lyman  
President

By Elaine C. Roundy  
Secretary

STATE OF UTAH            )  
                              : SS.  
COUNTY OF GARFIELD )

I, a Notary Public, do hereby certify that on this 24<sup>TH</sup>  
day of OCTOBER, 1982, personally appeared before me IVAN  
LYMAN and ELAINE ROUNDY who each being duly sworn by me, do  
depose and declare that they are the President and Secretary,  
respectively, of the Boulder Farmstead Water Company and that  
they executed the foregoing document as officers of the corpor-  
ation, and that the statements therein contained are true.

Garry H. Davis  
Notary Public

Residing At: BOULDER, UTAH

My Commission Expires: 4-13-85

Co #028712

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed  
and approved on the 15 day of Sept 97  
in the office of this Division and hereby issue  
this Certificate thereof.

ARTICLES OF AMENDMENT  
TO

97 SEP 15 AM 7:45

Examiner

Date

9/16/97

ARTICLES OF INCORPORATION  
OF



Karla S. Woods

KORLA T. WOODS  
Division Director

BOULDER FARMSTEAD WATER COMPANY

\*\*\*\*\*

Pursuant to the laws of the State of Utah, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is BOULDER FARMSTEAD WATER COMPANY.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on August 2, 1997, in the manner prescribed by law:

ARTICLE VI. Article VI shall be amended as follows

ARTICLE VI

The aggregate number of shares which the corporation shall have authority to issue is ninety-two (92) shares which shall be without nominal or par value. The stock of the corporation shall be without nominal or par value. Stock shall be issued from time to time without action of the stockholders and by the Board of Directors. The shares when issued and the holders thereof shall be obligated for assessments levied for the maintenance and operation of the waterworks system of the corporation and for the retirement of any indebtedness of the corporation.

THIRD: The number of shares the corporation outstanding at the time of such adoption and entitled to vote thereon was 75.

FOURTH: The number of shares voted for such amendment was 24; the number of shares voted against such amendment was 7.

FIFTH: The manner in which such amendment affects a change in the amount of stated capital, and the amount of stated capital as

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changed by such amendment, are as follows:

NO CHANGE

DATED this 9<sup>TH</sup> day of September, 1997.

BOULDER FARMSTEAD WATER COMPANY

By Connie L. Reid  
Connie L. Reid, President

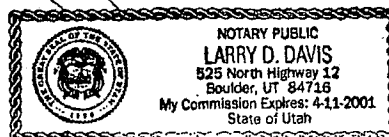
By Elaine Roundy  
Elaine Roundy, Secretary

STATE OF UTAH           )  
                                  : ss.  
COUNTY OF GARFIELD )

I, a notary public, do hereby certify that on the 9<sup>TH</sup> day of September, 1997, personally appeared before me, CONNIE L. REID and ELAINE ROUNDY who each being duly sworn by me, do depose and declare that they are the President and Secretary, respectively, of the Boulder Farmstead Water Company and that they executed the foregoing document as officers of the corporation, and that the statements therein contained are true.

Larry D. Davis  
Notary Public

Residing at: BOULDER, UTAH  
My Commission Expires: 4/11/2001



AMENDMENT

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BOULDER FARMSTEAD WATER COMPANY

\* \* \* \* \*

Co 028712

Pursuant to the laws of the State of Utah, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is BOULDER FARMSTEAD WATER COMPANY.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on October 5, 2001, in the manner prescribed by law.

ARTICLE VI. Article VI shall be amended as follows:

ARTICLE VI

The aggregate number of shares which the corporation shall have authority to issue is one hundred ninety-two (192) shares which shall be without nominal or pay value. Stock shall be issued from time to time without action of stockholders and by the Board of Directors. The shares when issued and the holders thereof shall be obligated for assessments levied for the maintenance and operation of the waterworks system of the corporation and for the retirement of any indebtedness of the corporation.

THIRD: The number of shares the corporation outstanding at the time of such adoption and entitled to vote thereon was 92.

FOURTH: The number of shares voted for such amendment was 12; and the number of shares voted against such amendment was 0.

FIFTH: The manner in which such amendment affects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

Date: 10/18/2001  
Receipt Number: 436246  
Amount Paid: \$15.00

10-18-01A08:58 RCVD

10-26-01A09:10 RCVD

NO CHANGE

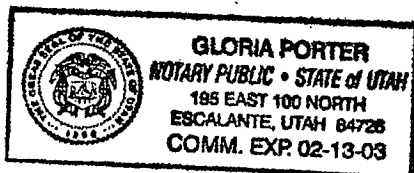
DATED this 10<sup>th</sup> day of October, 2001.

BOULDER FARMSTEAD WATER COMPANY

By Connie L. Reid  
Connie L. Reid, President

STATE OF UTAH                    )  
  : SS.  
COUNTY OF GARFIELD        )

I, a notary public, do hereby certify that on the 10<sup>th</sup> day of October, 2001, personally appeared before me, CONNIE L. REID who being duly sworn by me, does depose and declare that she is the President of the Boulder Farmstead Water Company and that she executed the foregoing document as President of the corporation and that the statements therein contained are true.



Gloria Porter  
Notary Public

Residing at: Escalante, Ut  
My Commission Expires: 2-13-03