

EXHIBIT "A"



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, S.M. Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877)526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

Registration Number: 5528861-0140
Business Name: ALLARD RANCH WATER COMPANY
Registered Date: NOVEMBER 24, 2003

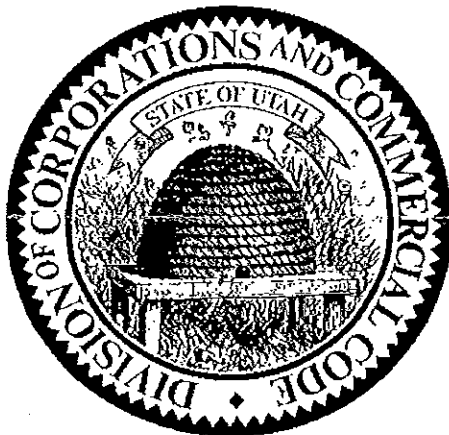
December 6, 2012

CERTIFIED COPY OF ARTICLES OF INCORPORATION

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ARTICLES OF INCORPORATION OF

ALLARD RANCH WATER COMPANY

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

ARTICLES OF INCORPORATION
OF
ALLARD RANCH WATER COMPANY

EXPEDITE

THE UNDERSIGNED, acting as incorporators, having associated ourselves together for the purpose of forming a corporation under the provisions of the Utah Non Profit Corporation Act, §16-6a *et seq.* as amended, do hereby certify:

ARTICLE I
NAME

The name of this corporation is Allard Ranch Water Company.

ARTICLE II
DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III
PURPOSE AND POWERS

The corporation is organized under the Non Profit Corporation Act and does not in any manner contemplate pecuniary gain or profit, direct or indirect, to its members.

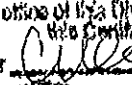
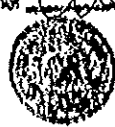
The purpose for which the corporation is formed is to manage and acquire water rights, build a water distribution system, set rates, distribute water to its stockholders, to acquire property, both real and personal in fee and leasehold, giving and receiving easements, to borrow funds from private and public sources, to build, construct, and maintain in any and all facilities incident and necessary to the development, purchases and sale of water in the Parowan Valley Water Basin or any other basin from which water may be developed for the benefit of this water company.

ARTICLE IV
MEMBERSHIP

The Corporation shall have members, which shall be of two voting classes only. The members of the Corporation shall be all record owners of lots in the Allard Ranch Subdivision, as such owners are shown on the records of Iron County, State of Utah. Membership in the Corporation shall be mandatory and not optional. Each membership in the Corporation shall be appurtenant to and shall not be separated from the lot to which it relates. No person or entity other than a record owner of a lot in the Subdivision may be a member of the Corporation.

The two classes of voting shares are designated as Class A Members and Class B Members.

Date: 11/24/2003
Receipt Number: 1019481
Amount Paid: \$97.00

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
And approved on this 24 day of Nov. 20 03
in the office of this Division and hereby issued
the Certificate thereof.
Examiner:  Date: 11.25.03

Kelly Berg
Utah State Notary Public

5528861

Class A. Class A Members shall be all the Owners other than the Declarant, as named in the Declaration. Class A Members shall be entitled to one vote for each Lot in which the interest required for membership in the Corporation is held. In no event, however, shall more than one Class A vote exist with respect to any Lot.

Class B. The Class B Member shall be the Declarant. Declarant, as the Class B Member, shall be entitled to three votes for each Lot in which Declarant holds an interest as required for membership in the Corporation. The special control rights of the Declarant, as the Class B Member, shall cease and terminate upon the earlier of the following (the "Transition Date"):

(a) the date ninety (90) days after the conveyance by Declarant of seventy-five percent (75%) of the Lots created by this Declaration (including a maximum of 15 additional lots to be developed in the future) to Owners (other than Declarant);

(b) the date ninety (90) days after Declarant relinquishes its Class B membership rights by giving written Notice to the Corporation and all Owners.

All water purchased by the Corporation shall be for the benefit of its Members and not for the personal use of any individual. All water acquired by the Corporation shall be pledged, transferred, decided or otherwise conveyed to the corporation, it being the specific intent of the incorporators hereof to receive water appurtenant to the land to be served and to do all the things necessary to the utilization of water for domestic purposes, including but not limited to providing the beneficial use of the water, establishing claims to sources of water, making application for change of use and point of diversion on behalf of all members of the Corporation and to other wise establish a water distribution system of the common mutual benefit of the residents of the Allard Ranch Subdivision.

ARTICLE V
ALLOCATION OF VOTES

The Corporation shall not issue stock. The Corporation may issue certificates of membership, but such certificates shall not be necessary to evidence membership in the Corporation. Membership in the Corporation shall begin immediately and automatically upon becoming a record owner of the lot to which such membership appertains and shall cease immediately and automatically upon ceasing to be a record owner of such lot. Where the lot is held as a security interest or in trust, the beneficial owner shall be entitled to vote his or her membership as any other property owner.

ARTICLE VI
ASSESSMENTS

The Board of Directors shall have the power to assess members of the corporation to cover the cost of acquisition of water, construction of any improvements, filings on water, legal fees, and for the acquisition of any land, buildings, personal or real property that the directors, by a majority as hereinafter set forth, shall determine is in the full and best interest of the corporation.

Assessments will be levied on each lot and service to individual members and water users, in which case the assessment shall be set at the time of the adoption of the resolution relating thereto.

ARTICLE VII
AUTHORIZATION FOR CREATION OF SPECIAL IMPROVEMENT DISTRICT

The Board of Directors is hereby authorized to initiate proceedings in the creation of a special improvement district to create and establish in the area included in the acreage under which the members purchase stock in the corporation and to secure, incident to and as a condition of sale of stock in the corporation, an irrevocable power of attorney, appointing the corporation to act in establishment of the special improvement district, with power to act in the members' behalf in approving the acquisition, construction, and operation of water distribution facilities, and to permit incident thereto the assessment as a special improvement tax proportionate costs related to the said acquisition, construction and operation of a water distribution system.

ARTICLE VIII
BOARD OF DIRECTORS

The number of directors constituting the Board of Directors shall be two (2). The names and addresses of those persons who are to serve as the initial directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dennis Allard	710 South 900 West Parowan City, UT 84760
Cherryl Allard	710 South 900 West Parowan City, UT 84760

ARTICLE X
BY-LAWS

The Board of Directors may adopt and may from time to time amend by-laws not inconsistent with law of these Articles of Incorporation.

ARTICLE XIII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who is or has been a director or officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him or her in connection with or arising out of any claim, action, suit or proceeding in which he or she may be involved by reason of being or having been a director or officer of this corporation whether or not he or she is a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not limited to, attorneys fees and amounts or judgments against,

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and amounts paid to in settlement by or on behalf of any such director or officer, other than amounts paid to the corporation itself; provided, however, that no such director or officer shall be so indemnified: (1) 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; or, (2) in the event of a settlement of any such claim, 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; or, (3) in the event of a settlement of any such claim, action, suit or proceeding, unless (a) such settlement shall, with knowledge of the indemnification provided for hereby, be approved by the courts having jurisdiction of such action, suit or proceeding, or (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected in a manner determined by the Board of Directors, to the effect that there is no reasonable ground or liability for misconduct on the part of such director or officer and that the entire costs of such settlement will not substantially exceed the estimated costs of defending such claim, action, suit or proceeding to a final conclusion. 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 XI
PRINCIPAL OFFICE AND AGENT FOR SERVICE

The initial principal office of the Corporation shall be located at 51North 400 West, Bldg #1, Cedar City, UT. 84720, where the initial registered agent of the Corporation shall be Justin W. Wayment. The agent for service of process may be changed from time to time by resolution of the Board of Directors.

ARTICLE XII
INCORPORATOR

NAME

ADDRESS

Dennis Allard

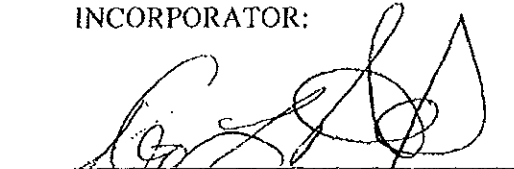
710 South 900 West
Parowan City, UT 84760

IN WITNESS THEREOF, the parties, incorporators hercof, have hercunto subscribed their names this 17th day of November, 2003.

REGISTERED AGENT:

INCORPORATOR:


Justin W. Wayment


Dennis Allard

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VERIFICATION

The undersigned, Dennis Allard, hereby acknowledges that he is the signer of the above document, that he has read the same, that he knows the contents thereof, and he acknowledges and verifies that the matters set forth therein are true and correct to the best of his knowledge and belief.

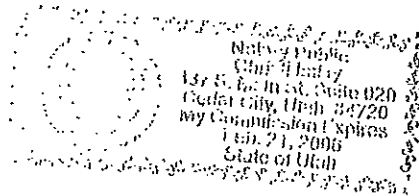
[Handwritten Signature]
Dennis Allard

STATE OF UTAH)
 : ss.
COUNTY OF)

On the 17 day of November, 2003, personally appeared before me Dennis Allard, who, being by me duly sworn, declared that he is the incorporator and the registered agent of ALLARD RANCH WATER COMPANY, that he signed the foregoing Articles of Incorporation as incorporator of such nonprofit corporation, and that the statements therein contained are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand this 17 day of November, 2003.

[Handwritten Signature]
Notary Public



11/21/2006