

**ARTICLES OF INCORPORATION
OF
NORTH FORK WATER COMPANY**

The undersigned natural person of the age of twenty-one years or more, acting as the incorporator of a corporation under the Utah Revised Business Corporation Act, § 16-10a-101 et seq., adopts the following Articles to govern the Corporation:

**ARTICLE I
NAME**

The name of the corporation is North Fork Water Company, a corporation of Utah.

**ARTICLE II
DURATION**

The duration of the corporation shall be perpetual unless terminated sooner in the manner provided by law.

**ARTICLE III
PURPOSES**

The corporation is organized for the purposes of owning a water supply system and supplying water to the lands located within the service area authorized by the Utah Public Service Commission. In furtherance of, and in no way in limitation of, the powers now or hereafter conferred upon the corporation by the laws of Utah, the nature of business of the corporation and the objects, purposes, and powers to be transacted, promoted, exercised, or carried on, by the corporation are as follows:

- A. To own rights to the use of the water for irrigation, domestic, culinary, livestock, storage, municipal, commercial and industrial purposes and to divert, store, convey and distribute these waters to the public;
- B. To acquire water, water rights, and water stock by purchase, lease, contract, appropriation, change, exchange, or otherwise;
- C. To acquire, hold, lease and sell real and personal property necessary or convenient to carry on the corporate purposes and powers;
- D. To own, lease, or otherwise acquire, underground water wells, water diversions,

conveyance, storage and distribution facilities necessary or convenient to the distribution of its water supply to the public at rates authorized by the Utah Public Service Commission;

E. To make, enter into and perform contracts of any kind and description, including contracts with governmental entities for the acquisition of water and water rights, for the use and joint development of sources of water supply, storage, conveyance and distribution facilities, or for the purpose of achieving or furthering any of its objectives;

F.. To exercise the power of eminent domain as authorized by statute;

G.. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes herein enumerated, or which may at any time appear conducive to, or expedient for, the protection or benefit of the corporation.

The foregoing clauses shall be construed both as purposes and powers and are not intended to limit or restrict the general powers of the corporation conferred by the laws of Utah. It is the further intention that the purposes and powers specified in each of the paragraphs of this Article be regarded as independent purposes and powers.

ARTICLE IV REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office shall be: 906 North 1400 West, St. George, Utah 84770. The registered office may be changed at any time by the Board of Directors without amendment of these Articles of Incorporation.

The corporation's initial registered agent at its registered office shall be Bruce C. Jenkins, 902 North 1400 West, Suite B, St. George, Utah, 84770. I hereby acknowledge and accept appointment as the corporate registered agent:

Bruce C. Jenkins

ARTICLE V PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be Kane County, Utah. The business of this corporation may be conducted in all counties of the State of Utah and in such other places as the Board of Directors shall determine.

**ARTICLE VI
DIRECTORS**

The affairs of the corporation shall be managed by a Board of Directors. The current number of directors of the corporation is five (5). The number of directors may be changed pursuant to the Bylaws of the corporation. The names and addresses of the persons who currently serve as directors until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Kevin J. McLaws	2923 Crestview Dr., Santa Clara, UT 84765
Weldon G. Larsen	906 North 1400 West, St. George, UT 84770
Joseph L. Platt	906 North 1400 West, St. George, UT 84770
Bartley Smith	906 North 1400 West, St. George, UT 84770
Kent Bylund	906 North 1400 West, St. George, UT 84770

**ARTICLE VII
MANAGER**

The Board of Directors may by written contract delegate to a professional management organization or individual such of its managerial duties, responsibilities, functions and powers as are properly delegable.

**ARTICLE VIII
STOCK**

The corporation is authorized to issue 100,000 shares of capital stock at a par value of \$1.00 per share. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable for any further call or assessment.

ARTICLE IX
INCORPORATOR

The name and addresses of the incorporator is Kevin McLaws, 2923 Crestview Dr., Santa Clara, UT 84765.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in accordance with Utah law upon the affirmative vote of not less than a majority of the total votes of shareholders of the corporation.

XI
INDEMNIFICATION

Every director of the corporation shall be indemnified by the corporation against all expenses and liabilities, including legal counsel fees, reasonable incurred as a result of, or imposed in connection with, any proceeding or any settlement of any proceeding to which the director may be a party or in which the director may become involved by reason of being or having been a director of the corporation, whether or not a trustee at the time the expenses are, or were, incurred, except to the extent the director is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of, all other rights to which such director may be entitled.

IN WITNESS WHEREOF, Kevin McLaws, has executed these Articles of Incorporation this ____ day of _____, 2007, and says that he is the incorporator herein; that he has read the above and foregoing Articles of Incorporation; that he knows the contents thereof and that the same are true to the best of his knowledge and belief, excepting as to matters herein alleged upon information and belief, and as to those matters he believes them to be true.

Kevin McLaws, Incorporator