

Filed in the Lt. Gov's Office
S. 1
June 28, 1983
Filing Fee \$5.00

1983 JUN 28 AM 9:23

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ARTICLES OF INCORPORATION

OF

CANYON MEADOWS MUTUAL WATER COMPANY

A NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned form a non-profit corporation under the Laws of the State of Utah, as follows:

ARTICLE I

The name of the corporation is CANYON MEADOWS MUTUAL WATER COMPANY.

ARTICLE II

The place where this corporation is organized and where its general business shall be conducted is Canyon Meadows, Provo Canyon, Utah.

ARTICLE III

The period of duration of this corporation shall be perpetual.

ARTICLE IV

This corporation is organized for the purpose of acquiring, storing, treating, and distributing water. The corporation is authorized to obtain water and water rights by acquisition, appropriation, exchange, condemnation or any other means.

For carrying out the purposes set forth the corporation shall have the power to:

1. Acquire, construct, operate, maintain and re-construct water storage, control, and distribution facilities and do any and all other things necessary or incident to the carrying out of the objectives herein set forth.

2. Incur indebtedness, issue bonds, contract with any governmental agency, the Utah Board of Water Resources or other public agencies for the purchase, acquisition, or

lease of water, water rights, lands, easements, dams, reservoirs, canals, and other property incidental to the business of the corporation; also to contract with any governmental agency, Utah Board of Water Resources, or other public agencies for the construction of all such works and to do all other acts and things necessary to carry on the pursuit and business agreed upon; also to mortgage, pledge or otherwise encumber its property, real or personal, to secure the payment of its debts or obligations, and to acquire, own, sell, or otherwise dispose of or exchange its own stock or stock of other corporations.

3. This is a non-profit corporation.

ARTICLE V

The corporation shall have members who shall be shareholders. The stock of this corporation shall consist of 1000 shares without nominal or par value. The stock shall represent a share of property rights and an interest in water as specified on the respective share certificate, which rights and share certificate shall be appurtenant to the property described in such certificate.

ARTICLE VI

Revenue for the accomplishment of the purposes of this corporation shall be raised by:

1. Income generated from the storage, carriage, sale, rental, or other delivery of water.

2. Assessments against the shares of stock of the corporation as may from time to time be necessary as determined by the Board of Directors to meet:

(a) The cost of purchasing, constructing, improving, enlarging, bettering, repairing, operating, and maintaining of the works of the corporation, or of those managed, controlled, operated by it;

(b) Payments due the United States, State of Utah, Utah Board of Water Resources, or other public agencies or private lending institutions which are assumed or guaranteed by the corporation;

(c) Deficiencies caused by the failure of some of the stockholders of the corporation to pay assessments upon their shares of stock;

ARTICLE VII

There shall be three directors, each of whom shall be a stockholder in this corporation. Each director shall hold office for one year and until his successor is duly qualified. Vacancies occurring in the Board, by death, resignation or otherwise, shall be filled by appointments by the Board of Directors. Each appointee shall hold office until the next regular election. The number of directors may be changed by an amendment to the By-Laws of the corporation except that such an amendment may not be adopted to reduce the number of directors other than at a meeting of shareholders called for such purpose.

ARTICLE VIII

The name and address of the incorporator is John R. Jr., 1510 Warm Springs, Boise, Idaho 83702. The names and addresses of the persons who are to serve as the initial board of directors are as follows:

Name	Address
John H. Gardner	1140 Aspen Provo, UT 84601
Elizabeth T. Allen	2080 North Oak Lane Provo, UT 84064
Willard H. Gardner	1495 Oak Lane Provo, UT 84601

ARTICLE IX

The registered agent of the corporation shall be Willard H. Gardner, 1495 Oak Lane, Provo, Utah 84601. The location of the corporation's initial principal office shall be 1495 Oak Lane, Provo, Utah. The location of such office may be changed by the Board of Directors without amending the Articles of Incorporation.

ARTICLE X

The first annual meeting of the corporation shall be held on the first Monday of February, 1984, and annual meetings thereafter shall be held on the first Monday of February at the office of the corporation in Provo, Utah County, State of Utah, or at such other place as the directors shall designate. Special meetings of the stockholders may be held at such time and place as the directors shall designate. The Secretary shall give notice of each annual meeting of the stockholders or of any special meeting of the

stockholders which may be called by the Board of Directors not less than ten (10) days prior to the date of such meeting. Such notice shall be written and addressed to the last recorded address of each stockholder, and shall be complete when such notice is deposited in the post office, properly addressed and stamped.

ARTICLE XII

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

ARTICLE XIII

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

ARTICLE XIV

The board of directors shall prepare an annual budget covering the estimated cost of operations, maintenance construction work, payments due and any other expense or cost for the ensuing year including any anticipated funds to be raised by assessment which assessment shall be made equitably but not necessarily equally, as the Board of Directors shall in their sole discretion determine. Such assessment shall be made and paid on the date and in the manner provided by the Board of Directors. Notices of such assessments shall be made in the manner provided in the By-Laws of the corporation.

Each subscriber to a share of stock in this corporation shall give such assurances, liens, or mortgages, and enter into such contracts to secure payment of corporate assessments as may from time to time be required by the Board of Directors.

If any stockholder shall fail to pay such assessment or assessments or assessments as may be made against his stock within the time set by the Board of Directors, the Board of Directors may proceed to foreclose any lien or mortgage upon the property of the stockholder given as security for the payment of such assessment or assessments; or it may refuse to deliver water to such shareholder; or it may take such other measures for the collection of such assessment or assessments as may be lawful; provided, that the election of one remedy shall not be exclusive and shall not preclude or hinder the exercise of any other remedy to enforce payment of assessments.

WITNESS THE HANDS OF THE PARTIES hereto this 27th
of June, 1903.

John R. Hansen Jr.
JOHN R. HANSEN JR.

STATE OF IDAHO)
COUNTY OF ADA) ss.

On the 27th day of June, 1902, personally appeared
me John R. Hansen Jr. who, being by me duly sworn, declar
he is the person who signed the foregoing document as inc
tor and that the statements therein contained are true.

Laddland M. Pittchard
Notary Public
Residing at Boise, Idaho
My Commission Expires 5-25-07

