

FILE COPY

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

SOUTH DUCHESNE CULINARY WATER, INC.

THE UNDERSIGNED CORPORATION, pursuant to the authority set forth in the Utah Revised Business Corporation Act, Utah Code Ann. § 16-10a-101 et seq., and the Utah Revised Nonprofit Corporation Act, Utah Code Ann. § 16-6a-101 et seq., hereby revokes the Articles of Incorporation dated January 2, 2001 and adopts the following Amended and Restated Articles of Incorporation (the "Articles").

WHEREAS, South Duchesne Culinary Water, Inc. is a for profit corporation (the "Company");

WHEREAS, the Company adopted its Articles of Incorporation in 2001 (the "Original Articles") and the Original Articles have not been amended, updated, or revised since 2001, according to the records of the Utah Division of Corporations and Commercial Code;

WHEREAS, the Company is authorized to amend and restate its Articles of Incorporation pursuant to the Utah Revised Business Corporation Act, Utah Code Ann. § 16-10a-1001 et seq.;

WHEREAS, the Company is authorized to continue the existence of the Company in the form of a nonprofit corporation pursuant to the Utah Revised Business Corporation Act, Utah Code Ann. § 16-10a-1008.5;

WHEREAS, the Company desires to amend, update, and replace the Original Articles and any related amendments; to continue the existence of the Company in the form of a nonprofit corporation; to make its duration perpetual; and to account for changes and other developments in the law, including but not limited to the Utah Revised Nonprofit Corporation Act, Utah Code Ann. § 16-6a-101 et seq.; and

WHEREAS, at a meeting of the members held on October 9, 2020, the Company's members adopted these Articles in conformance with the Utah Revised Business Corporation Act, Utah Code Ann. § 16-10a-1001 et seq.

NOW, THEREFORE, the Company hereby amends, updates, and restates the Original Articles and any related amendments in their entirety and adopts these AMENDED AND RESTATED ARTICLES OF INCORPORATION, effective upon adoption, as follows:

ARTICLE I – NAME

The name of this nonprofit corporation is SOUTH DUCHESNE CULINARY WATER, INC.

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 15 day of Oct 2020
In the office of this Division and hereby issued
This Certificate thereof.

OCT 15 '20 AM 11:36

Examiner SD Date 10/16/20



[Signature]
Justin Horvath
Division Director

Date: 10/15/2020
Receipt Number: 8552042
Amount Paid: \$37.00

ARTICLE II – PRINCIPAL PLACE OF BUSINESS

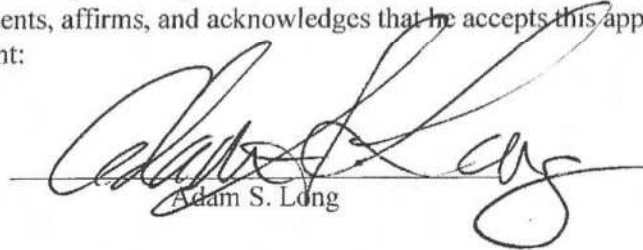
The principal place of business for the Company shall be Duchesne, Duchesne County, State of Utah, provided that the business of the Company may be conducted in all counties of the State of Utah and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Directors shall determine.

The street address for the Company's registered and principal place of business, which the Board may change from time to time without amendment to these Articles, is:

SOUTH DUCHESNE CULINARY WATER, INC.
9776 South Mini Cove
Duchesne, Utah 84021

ARTICLE III – REGISTERED AGENT

The Company's initial registered agent at the registered office set forth below is ADAM S. LONG, who hereby represents, affirms, and acknowledges that he accepts this appointment as the Company's registered agent:



Adam S. Long

Registered Agent Address:

Adam S. Long
257 East 200 South, Suite 500
Salt Lake City, UT 84111

ARTICLE IV – DURATION

The period of duration of the Company shall be perpetual, unless sooner dissolved as provided under the Act or pursuant to the provisions of the Bylaws adopted by the Company.

ARTICLE V – PURPOSES

The Company is organized as a nonprofit corporation to provide water service for beneficial use by property owners within the Utah Mini Ranches Subdivision and the Duchesne Mini Ranches Subdivision and to promote the general welfare and interest of its members consistent with all applicable federal, state, and local laws and regulations, and to engage in any other lawful purposes, activities, and pursuits which are or may hereafter be authorized for nonprofit corporations and are consistent with those powers described in the Utah Revised Nonprofit Corporation Act, U.C.A. § 16-6a-101 et seq. (the "Act"), as amended and supplemented.

ARTICLE VI – MEMBERSHIP INTERESTS

Membership in the Company shall be evidenced by the issuance of membership certificates. Owners of membership shares in the Company shall be referred to as members. Membership in the Company shall be acquired only by the acquisition of membership interest in the Company. Pursuant to Utah Code Ann. § 16-10a-1008.5(2), all shares issued prior to the adoption of the Amended and Revised Articles of Incorporation shall be cancelled or converted to membership interests in the Company.

Each member of the Company is a voting member entitled to one vote for each share of stock issued and outstanding in the name of such stockholder on the books of the Company on the date of the adoption of these Articles. Cumulative voting is not allowed. There are 1,000 shares recorded in the Company's books as outstanding as of the date of adoption for the Amended and Restated Articles of Incorporation, which the Company shall honor.

ARTICLE VII – BYLAWS

Provisions for the regulation of the internal affairs of the Company shall be set forth in the Company's Bylaws, which shall be consistent with these Articles and adopted, restated, amended, or otherwise changed consistent with applicable portions of the Act.

ARTICLE VIII – AMENDMENTS

The restatement, amendment, or any other change to these Articles must be consistent with applicable portions of the Act.

ARTICLE IX – DIRECTOR LIABILITY

To the fullest extent permitted by the Utah Revised Nonprofit Corporation Act or any other applicable law as now in effect or as it may hereafter be amended, a Director of this Company shall not be personally liable to the corporation or its shareholders for monetary damages for any action taken or any failure to take any action, as a Director.

ARTICLE X – DISTRIBUTIONS

No part of the net earnings of the Company will inure to the benefit of, or be distributable to its trustees, Directors, or other private persons, except that the Company is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

ARTICLE XI – DISSOLUTION

In the event of dissolution of the Company, the Company must follow the applicable requirements of the Utah Code, including § 16a-6a-1401 et seq., and must distribute its assets in conformance with the requirements of § 16-6a-1302 of the Act and any other applicable portion

of the Act or law. In the event of an involuntary dissolution or lapsing, the Company will not automatically transfer title to the Company's property, including title to water rights, water conveyance facilities, or any other assets of a nonprofit corporation organized to divert or distribute water. Instead, title will remain with the Company pending the winding up of its affairs or reinstatement of the Company. As a part of winding up its affairs, the involuntarily dissolved Company may distribute its assets to another nonprofit corporation organized to receive the assets of and function in the place of the involuntarily dissolved or lapsed corporation in conformance with the provisions of § 16-6a-1302(2)(c) of the Act.

ARTICLE XII - INCORPORATORS

The incorporators shall serve as the initial Board of Directors of the Company. The name and address of each incorporator is as follows:

Tyler Haveard
PO Box 364
Duchesne, UT 84021

Robert Raber
PO Box 247
Duchesne, UT 84021

Todd Nicholson
PO Box 911
Duchesne, UT 84021

Kriss Kofford
HC 65 Box 174
Mountain Home, UT 84051

Jeff Schnars
PO Box 659
Duchesne, UT 84021

ARTICLE XIII - MEMBER APPROVAL

These Articles were duly adopted by a majority vote of the Company's members present at a meeting of the Company's members held on October 9, 2020, in conformance with the requirements of the Act, by the following vote:

MEMBERSHIP INTERESTS VOTING IN FAVOR OF ADOPTION - 1,000

MEMBERSHIP INTERESTS VOTING AGAINST ADOPTION - zero

MEMBERSHIP INTERESTS ABSTAINING - zero

[signatures on following page]

ADOPTED on this 9th day of October, 2020 on behalf of

SOUTH DUCHESNE CULINARY WATER, INC.

By: Tyler Hayward
Tyler Hayward, President

ATTEST:

By: Kriss Kofford
Kriss Kofford, Secretary

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