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Utah Div. of Corp. & Comm. Code

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COOL SPRINGS MUTUAL WATER COMPANY
(A Utah Nonprofit Corporation)



THE UNDERSIGNED CORPORATION, pursuant to the Utah Revised Nonprofit Corporation Act, Part 10, Chapter 16a, Title 16, Utah Code Annotated (the "Act"), hereby adopts the following Amended and Restated Articles of Incorporation (the "Articles"):

ARTICLE I
Corporate Name

The name of the corporation is COOL SPRINGS MUTUAL WATER COMPANY (hereinafter the "Company").

ARTICLE II
Duration

The period of duration of the Company shall be perpetual unless sooner dissolved as provided under the Act.

ARTICLE III
Purposes and Powers

A. In furtherance of and in no way in limitation of the powers now or hereafter conferred upon the Company by the Act, the nature of business of the Company, and the objects, purposes and powers to be transacted, promoted, exercised or carried on by the Company are as follows:

(1) To provide a culinary water supply for beneficial use of the Company's shareholders, including, without limitation the construction, ownership, management, operation, maintenance, repair and replacement of all water diversion, development, distribution and storage facilities, including, without limitation, the developed "Beaver Springs" spring area, and any and all other diversion structures, water wells, well houses, dams, reservoirs, pipelines, laterals, conduits, pumps, pump stations, chlorinators and other water treatment facilities, and all equipment and facilities related thereto.

(2) To own and acquire, by appropriation, purchase, condemnation, lease, contract, change, exchange or otherwise, any and all real and personal property, including without limitation water rights and water stock in other corporations. To store, supervise, regulate, control, divide, and distribute water and water supply on a non-profit basis to the several shareholders of the Company for use within the service area of the Company. To sell, lease, or otherwise transfer or dispose of any real or personal property including water, water rights and water stock as useful or necessary to carry on the business of the Company. In general to do any and all things necessary and proper to be done in providing water for the use and benefit of

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the shareholders of the Company and otherwise in carrying out the business of a mutual water company under the Act.

(3) To incur indebtedness, and to make and perform contracts with the United States, the State of Utah and other governmental entities, and/or private lenders, pursuant to which the Company shall be authorized to sell, lease, exchange, mortgage, pledge, or otherwise dispose of all or substantially all of the assets of the Company, as and for security for loans, or otherwise; for the acquisition of water and water rights; for the use, joint development of and/or improvements to all water diversion, development, distribution and storage facilities of the Company; and/or for the purpose of attaining or furthering any of the lawful purposes and objectives of the Company.

(4) To do any and all acts and things, and to have and exercise all rights and powers from time-to-time granted to a nonprofit corporation by law, including, without limitation, those powers described in the Act.

B. None of the objects of this Company shall be for pecuniary profit or for the purpose of earning profits either for the Company or its individual shareholders.

C. The Company is organized as a nonprofit mutual water company engaged in distributing water only to its shareholders and, therefore, is not a public utility as defined in and therefore is not regulated by the Public Service Commission of Utah pursuant to the provisions of Title 54, Utah Code Annotated.

D. The purposes and powers enumerated herein shall not be construed as limiting or restricting in any manner the purposes and powers of the Company as now or hereafter set forth in the Act or otherwise as provided by law, and this Company shall always have such incidental powers as may be connected with or related to any specific purpose or power enumerated herein or in the Act.

E. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under Code. Notwithstanding any other provision of these Articles, the Company shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under the Code, as amended or supplemented, or (ii) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, as amended or supplemented.

F. The Company shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under the Code, as amended (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV

Board of Directors

All corporate powers shall be exercised and the business and affairs of the Company shall be managed by a governing board ("Board"), consisting of seven (7) directors, whose qualifications, election and term of office shall be as set forth in the Company's Bylaws and Rules and Regulations ("Bylaws").

ARTICLE V Membership and Stock

A. Membership and Authorized Shares. The Company shall issue shares of the capital stock of the Company as evidencing membership therein and the members shall be referred to as shareholders or stockholders. There shall be one (1) class of stock in the Company. The Company shall have authority to issue up to 500 shares having no par value.

B. Issuance of Shares. Shares of stock shall be issued to the owners of lots within service area of the Company located within Beaver Springs Ranch Subdivision in Summit County, Utah, and such other locations as may be approved by the Board in conformance with the Bylaws.

C. Entitlement. Except in the case of multiple connections existing prior to the date hereof which have been duly approved by written agreement of the Board, in conformance with the current water rights of the Company, the holders of shares of Company stock shall hereafter be entitled to the use of Company water solely for the inside domestic use of one (1) single-family residence, building, structure or trailer per lot and stockwatering. In the event the Company shall acquire additional water rights which authorize the use of water for irrigation and stockwatering purposes, the Board, in its discretion, may allow the use of Company water for such purposes subject to and in conformance with the Bylaws.

D. Issuance of Stock Certificates. Certificates of stock shall be issued in numerical order, and each shareholder shall be entitled to a certificate signed by the president and the secretary, or an assistant secretary, certifying to the class and number of shares owned by said shareholder. In the event any officer who has signed a certificate has ceased to be an officer before the certificate has been delivered, such certificate may, nevertheless, be adopted and issued and delivered by the Company as though the officer who signed such certificate or certificates had not ceased to be such officer of the Company.

E. Holders of Stock. Only registered shareholders shall be entitled to be treated by the Company as the holders in fact of the stock standing in their respective names, and the Company shall not be bound to recognize any equitable or other claim to or interest in any share on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provide by the laws of the State of Utah.

F. Appurtenance. To facilitate more effective management and control of the Company's water supply, to facilitate water delivery, and to protect the Company and its shareholders, the water rights of the Company, represented with respect to each shareholder by the Company's stock issued to each shareholder, shall be deemed to be appurtenant to the lot upon which water under each share of Company stock is being used as of the effective date hereof. The secretary of the Company shall keep and maintain a record of the lot upon which the water represented by the shares of stock is used. No share of stock shall be separated from the lot or property to which it is deemed an appurtenance and transferred for use on any other lot or property except as provided in the Bylaws.

ARTICLE VI
Use of Water

Each share of stock of the Company shall represent an equal interest in and right to the use of the water available to the Company pursuant to the Company's water rights, without priority of use over any other share, in the quantities and pursuant to the terms, conditions and restrictions set forth in the Bylaw and Rules and Regulations of the Company and as determined by the Board subject to these Articles, the Bylaws and all applicable laws governing the use of water.

ARTICLE VII
Voting Rights

With respect to all matters required to be submitted to a vote of the shareholders of the Company, each share of stock shall have equal voting rights with each other share shall be entitled to one (1) vote. For voting purposes, all shareholders shall constitute a single voting group under the Act. The books and records of the Company shall determine who is the record owner of the share and therefore entitled to vote such share. Voting must be done by full share and there will be no fractional voting for joint owners of a single share. Members may vote in person or by proxy. A member may appoint a proxy by signing a proxy form either in person or by their attorney in fact.

ARTICLE VIII
Assessments

A. Each share of the stock of the Company shall be subject to regular and special assessments so as to enable the Company to generate the revenues necessary to fulfill the various purposes of the Company as set forth in these Articles, including, without limitation, the costs of administering the Company; maintaining and protecting the Company's water rights and sources of water supply; and the construction, ownership, management, operation, maintenance, repair and replacement of the Company's water diversion, development, distribution and storage facilities, including, without limitation, the Beaver Springs spring area, all wells, well houses, dams, storage reservoirs, pipelines, laterals, conduits, pumps, pump stations, chlorinators and other water treatment facilities, and all equipment and facilities related thereto, which are now or may hereafter be owned by the Company. All shares shall be assessed equitably in conformance with State law.

B. Assessments shall be levied and payments collected and enforced in conformance with the relevant provisions of the Company's Bylaws and Rules and Regulations.

ARTICLE IX
Limitation of Liability and Indemnification

The shareholders of the Company and its directors and officers shall not be individually or personally liable for the debts or other obligations of the Company. The Company shall indemnify the directors, officers, employees and agents of the Company as set forth in the Bylaws.

ARTICLE X
Bylaws and Rules and Regulations

The Board, upon the approving vote of the shareholders, shall have the power, from time to time, to promulgate, alter, amend and repeal such bylaws and rules and regulations for the management of the affairs of the Company and the operation and control of the Company's water rights, water diversion, distribution and storage facilities, as the Board shall deem necessary, not inconsistent with the provisions of these Articles and relevant provisions of the Act.

ARTICLE XI
Amendments

These Articles may be amended as provided in the Act; provided, however, that these Articles shall in no event be amended in any manner so as to change this Company from a non-profit corporation to a corporation organized or operated for pecuniary profit.

ARTICLE XII
Distributions

No part of the net earnings of the Company shall inure to the benefit of, or be distributable to, its shareholders, directors, officers, or other persons; except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered to the Company and to make payments and distributions in furtherance of the purposes set forth herein;

ARTICLE XIII
Dissolution

In the event of dissolution of the Company, any and all assets of the Company shall be distributed to the non-profit corporation known as Beaver Springs Ranch Association, and should said corporation previously cease to exist, then each shareholder shall receive their proportionate share of the Company's property and assets (or equivalent value) based upon patronage insofar as is practicable, as their legal interests may appear, after paying or providing for payment of all the lawful debts and obligations of the Company.

ARTICLE XIV
Registered Office; Principal Place of Business; Registered Agent

A. The street address of the Company's registered office and principal place of business, which may be changed from time-to-time by the Board without amendment to these Articles is:

2554 Elizabeth Street
Salt Lake City, Utah 84106

B. The Company's initial registered agent is: Carolyn Bowles, whose address is 2554 Elizabeth Street, Salt Lake City, Utah 84106, who hereby represents, affirms and acknowledges that:

I hereby accept my appointment as the initial corporate registered agent:

Carolyn Bowles
Carolyn Bowles

SHAREHOLDER APPROVAL

The foregoing Articles of Amendment and Restatement were adopted by the shareholders of the Company at a shareholders meeting held pursuant to notice in conformance with the requirements of the bylaws and the Act on May 10, 2011. Shareholders representing a quorum were present or represented by proxy at the meeting, and the number of votes cast for the amendment by the shareholders was sufficient for approval by the shareholders in conformance with the Act.

DATED this 27 day of MAY, 2011.

COOL SPRINGS MUTUAL WATER COMPANY

By: Carolyn Bowles
Carolyn Bowles, President

ATTEST:

Carolyn Nazarowitz
Secretary

ACKNOWLEDGMENT

STATE OF UTAH)

: ss.

County of SALT LAKE)

CAROLYN BOWLES and CAROLYN NAZAROWITZ, being first duly sworn upon oath depose and say that they are the President and Secretary of Cool Springs Mutual Water Company, that each have signed the foregoing Articles of Amendment and Restatement to the Articles of Incorporation of Cool Springs Mutual Water Company, on behalf of said corporation, and that said corporation duly authorized the execution of the foregoing Articles of Amendment and Restatement to the Articles of Incorporation.

Carolyn Bowles
President

Casslyn Nazarewicz
Secretary

SUBSCRIBED AND SWORN to before me this 27th day of MAY, 2011.

JMS
NOTARY PUBLIC

