

**RESTATED ARTICLES OF INCORPORATION**  
**OF THE**  
**UPPER SURFACE CREEK DOMESTRIC WATER USERS ASSOCIATION**

1. **Name.** The name of the corporation shall be the Upper Surface Creek Domestic Water Users Association (the Corporation).
2. **Corporate Purpose and Powers.** The Corporation is a non-profit entity organized for the purpose of supplying potable domestic water via pipelines and various treatment facilities to persons comprising the Members of the Corporation within the service area, as established from time to time by the Board of Directors. The Corporation shall have powers that include but are not limited to: the power to enter into contracts; the power to sue and be sued; the power to acquire, sell, convey, lease, or otherwise dispose of real, personal, or intangible property; the power to incur indebtedness on such terms as it sees fit; the power to levy and collect assessments in furtherance of the business of the Corporation; the power to exercise eminent domain, if otherwise provided by law; the power to set rates, rents, tolls, charges, fines, or liens upon real property in connection with the business of the Corporation; and the power to engage in other reasonable actions incidental to its corporate purpose or the exercise of any of the foregoing powers.
3. **Duration.** The Corporation shall have a perpetual existence unless dissolved in the manner provided by law.
4. **Membership in the Corporation.** The Corporation shall not have capital stock. The persons having an interest in the Corporation are designated as Members. The interests of the Members of the Corporation shall be recorded in, and conclusively established by, the membership records maintained by the Corporation. Members are not entitled to any in-kind interest in the assets of the Corporation, nor are they entitled to profits, distributions, or dividends from the Corporation. Membership interests, once issued, are non-assessable, except to the extent reasonably necessary for operations, construction, repair, replacement, enlargement or other capital improvements to the domestic water system of the Corporation. All assessments shall be levied and collected in the manner provided in the By-Laws of the Corporation. The rights of the Members shall be further defined in the By-Laws of the Corporation.
5. **Board of Directors.** The affairs of the Corporation shall be vested in a Board of Directors, which shall consist of seven (7) Directors.
6. **Actions During Emergency.** The Board of Directors shall have all powers as may be reasonable or necessary to act for and on behalf of the Corporation during an emergency.

7. **By-Laws of the Corporation.** The governing procedures of the Corporation shall be as set forth in By-Laws, which shall be adopted by the Members of the Corporation at either a regular or special meeting.
8. **Voting.** Each Member shall be entitled to one (1) vote, subject to such other reasonable limitations as may be established in the By-Laws. Proxy voting may be permitted, subject to rules established in the By-Laws. Cumulative voting shall not be allowed.
9. **Office of the Corporation.** The Corporation, acting through its Directors, may establish one or more offices, which shall be located in Delta County, Colorado. The Corporation shall establish an agent for service of process at a designated office of the Corporation.
10. **Records.** Member of the Corporation shall have the right to inspect and copy, during regular business hours, the business records of the Corporation upon providing a written request no less than five (5) business days prior to the date on which the inspection is to take place. The Corporation may impose a reasonable charge for copying of its records.
11. **Amendments.** Amendments to these Articles of Incorporation may be approved by affirmative vote of a majority of the Members at any regular or special meeting where a quorum is present.
12. **Dissolution.** Prior to any dissolution of the Corporation the Board of Directors must meet at a regular or special meeting of the Directors and consider a plan of dissolution. A plan of dissolution is not valid unless it is: a) approved by a majority of the Board of Directors; b) recommended by the Board to the Members; and c) approved by a majority of the Members at a meeting where quorum is present. A condition precedent to the consideration of a dissolution proposal is delivery of written notice to the Members, in the manner otherwise provided by the By-Laws, prominently disclosing that a plan of dissolution will be considered at the meeting.
13. **Effect of this Document.** These Amended and Restated Articles of Organization supersede and replace all prior iterations of same, including prior Articles of Amendment and the Certificate of Incorporation. This document shall be filed with the office of the Colorado Secretary of State.

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These Amended and Restated Articles of Incorporation were approved and adopted by the affirmative vote of a majority of those Members of the Corporation present and voting at a meeting in which quorum was present, this 10<sup>th</sup> day of December 2019

By: *Orlin L. Whit*

President of the Corporation

Attest:

By: *Amber M. Pherson*

Secretary of the Corporation

12/10/2019

Date



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