

STATE OF COLORADO



OFFICE OF THE SECRETARY OF STATE

UNITED STATES OF AMERICA,) ss. **CERTIFICATE.**
 STATE OF COLORADO.)

A. Homer M. Bruce, Secretary of

State of the State of Colorado, do hereby certify that
 on the SECOND day of MARCH, A. D. 1953, at the hour of 1:30
 o'clock p. m., there was filed in my office, as provided by
 Section 152, Chapter 41, 1935 Colorado Statutes Annotated, a
 Certificate of Renewal of the Certificate of Incorporation,
 extending in perpetuity the term of existence of

KANANEE GARDENS IRRIGATION COMPANY

NOW, THEREFORE, pursuant to the provisions of the
 Statutes of the State of Colorado and by virtue of the author-
 ity vested in me as Secretary of State of the State of Colorado,
 I do hereby certify that the said corporation has made full pay-
 ment of all fees and taxes authorized by law to be paid to the
 Secretary of State and due at the time of issuance of this
 certificate.....



IN TESTIMONY WHEREOF *I have hereunto*
set my hand, and affixed the Great
Seal of the State of Colorado, at the
City of Denver, this -----SECOND-----
day of -----MARCH----- *A. D. 1953*

Homer M. Bruce
 SECRETARY OF STATE
 BY *Ed. Bach*
 DEPUTY.

ARTICLES OF INCORPORATION
OF
KAWANEE GARDENS IRRIGATION COMPANY.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Colorado, and in accordance with the laws of said State, we do hereby adopt the following Articles of Incorporation;

ARTICLE I.

The name of this Company is and shall be Kawanee Gardens Irrigation Company.

ARTICLE II.

This Company is not organized for profit.

ARTICLE III.

The term of existence of this company shall be twenty years. 1134-11/2
XXX

ARTICLE IV.

The objects for which this Company is formed are to operate an irrigation system for the sole benefit of its stockholders. Said Company shall have power and authority to construct ditches, canals and reservoirs and to purchase, lease or otherwise obtain carriage and storage rights in ditches and reservoirs now constructed or which may be hereafter constructed.

To acquire water and water rights by direct appropriation or by contract, purchase, lease or otherwise, and to furnish water to its stockholders for irrigation purposes.

Water for irrigation purposes will be diverted from clear Creek in Jefferson County, Colorado, and its tributaries, and from other natural streams in the State of Colorado.

The water which this Company may obtain from other ditches and reservoirs will be diverted from the natural streams at the headgates of such ditches and carried through such ditches to convenient places for delivery to this Company.

The reservoirs of this Company shall be located in Jefferson County, Colorado and elsewhere in the State of Colorado.

Said Company shall have power to acquire by purchase, lease or otherwise any and all kinds of real and personal property, corporate stocks, choses in action, rights and franchises, and to hold, use, sell and otherwise dispose of the same. While holding the same this Company shall have all the powers, authority and privileges of a property owner

This Company shall have power to borrow money, upon security or otherwise, and to execute and deliver notes, bonds and other evidences of indebtedness, and to secure the payment of the same by the assets of the Company.

None of the objects above mentioned shall be considered as being in limitation of the general rights conferred by law upon corporations of this character, but this Company shall have all the rights, powers and privileges by law conferred or granted, whether or not the same have been herein specifically set forth or mentioned.

ARTICLE V.

The capital stock of this Company shall be divided into one hundred and fifty-four (154) shares without par value. All of said stock shall be of the same class and shall carry the right of cumulative voting. Such stock shall be assessable to keep the ditches, canals and reservoirs of the Company in good repair, and to raise money to pay any indebtedness of the Company contracted for its corporate purposes, and interest thereon.

Such shares of stock shall represent the rights of the stockholders to the use of water in the Company's system.

ARTICLE VI.

The corporate affairs of this Company shall be conducted by a Board of Directors consisting of three persons, to be annually elected by the stockholders of the Company.

Until the first annual meeting of the stockholders, and until their successors are elected, the said Board of Directors shall consist of George Meyers, Irma Meyers and Robert E. Hathcox.

ARTICLE VII

All the water which this Company may acquire shall be appropriated to the exclusive use of its stockholders, and the several stockholders of the Company shall be entitled to their pro-rata share of the water in the Company's system in proportion to their ownership of stock in the Company. No water shall ever be furnished to any person who is not a stockholder in the Company. X X X

ARTICLE VIII

All of the business of the Company shall be conducted in the State of Colorado. The principal business of the Company shall be carried on in Jefferson County, Colorado, and the principal office of the Company shall be kept at Denver, Colorado.

ARTICLE IX.

The Board of Directors of the Company shall have power to make suitable by-laws and to amend or repeal the same. They shall have power to divide the irrigation system of the Company into divisions and to allocate the shares of stock of the Company to the several divisions, and to make all needful X X X

rules and regulations for the equitable and economical distribution of water to the stockholders, either by rotation or otherwise. / Water may be withheld from any stockholder who is delinquent in the payment of his assessments, and water thus withheld from any delinquent stockholder shall be pro-rated among the stockholders of the Company in good standing.

IN WITNESS WHEREOF we have hereunto set our hands and seals at Denver, Colorado this 22^d day of May, A D 1928.

George Meyers (Seal)

Signed

Irma Meyers (Seal)

Robert E. Hathcox (Seal)

State of Colorado,)
City and County of Denver)

On this day personally appeared before me George Meyers, Irma Meyers and Robert E. Hathcox, personally known to me to be the same persons who executed the foregoing Articles of Incorporation, and acknowledged that they signed, sealed and delivered the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

Given under my hand and Notarial seal this 22^d day of May, A D 1928.

My commission expires Jan 20, 1929

(Seal)

Arthur F. Friedman
Notary Public.

On or about June 19, 1996, the Kawanee Gardens Irrigation Company in accordance with section 7-107-105 (Title 7 of Colorado Revised Statutes) gave notice of a special shareholders meeting scheduled for July 29, 1996 at 7:00 p.m. at 2347 Garrison St., Lakewood, Colorado. This notice was mailed to all shareholders of record entitled to vote on proposed amendments of the company's articles of incorporation. The notice stated the purposes of the meeting and included a summary of proposed amendments of the articles of incorporation.

On July 29, 1996 the special meeting of the KGIC shareholders took place with 108 1/2 shares of the outstanding 154 shares being represented either in person or by proxy. For the purpose of amending the articles of incorporation, amendments must receive at least two thirds of the votes which members present at such meeting or represented by proxy are entitled to cast.

Following discussions and proper motions and seconds to motions for votes on the amendments, two issues known as Article X and Article XI passed with at least 2/3 of the entitled votes in favor. Article X entitled liability of Directors and Officers received 108 1/2 votes for and none against. Article XI entitled Transfer and Use of Water, received 105 1/2 votes for and 3 votes against.

The articles of amendment discussed above were filed with the Secretary of State in Denver, Colorado on 8-30-96 and have been attached to the original KGIC Articles of Incorporation.

Kawanee Gardens Irrigation Company


by Rodney M. Whittenburg, V.P. Director

ARTICLES OF AMENDMENT
KAWANEE GARDENS IRRIGATION COMPANY

961114136 M \$50.00
SECRETARY OF STATE
08-30-96 11:42

ARTICLE X
LIABILITY OF DIRECTORS AND OFFICERS

A Director and/or Officer of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director and/or officer, except for liability arising from (i) any breach of the director's and/or officer's loyalty to the corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of any law, (iii) any transaction from which the director and/or officer derived any improper personal benefit, or (iv) any other act expressly proscribed or for which directors and/or officers are otherwise liable under the Colorado Corporation Code. Any repeal or modification of this paragraph (section) by the stockholders of the corporation shall not adversely affect any right or protection of a director and/or officer of the corporation existing at the time of such repeal or modification.

ARTICLE XI
TRANSFER AND USE OF WATER

No stockholder may use the water except as diverted at the headgate of the Kawanee Gardens Irrigation Company. No transfers of water out of the ditch shall be permitted. All water drawn from the ditch shall be applied on land located under the ditch.

The above Articles of Amendment were adopted at a special meeting of the shareholders held on July 29, 1996. A quorum was present at the July 29, 1996 meeting, and the Amendments received at least two-thirds of the votes of shareholders present at the meeting or represented by proxy.

KAWANEE GARDENS IRRIGATION COMPANY

By David Devine
David Devine, President

ATTEST:

Roger Schneider
Roger Schneider, Secretary