



Office of Secretary of State

Certificate of Incorporation  
of

FILLMORE WATER USERS ASSOCIATION, INC.

I, Clyde L. Miller, as Secretary of State of Utah, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of

FILLMORE WATER USERS ASSOCIATION, INC.

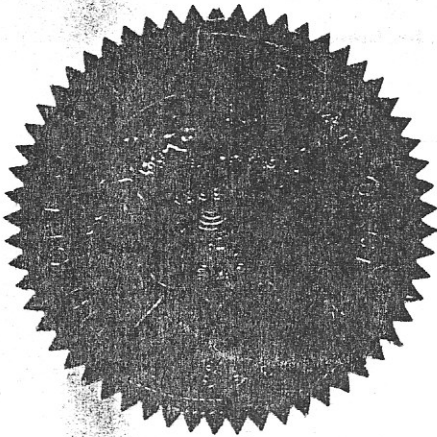
duly signed and verified pursuant to the provisions of the Utah Non-Profit Corporation and Cooperative Association Act, have been received in this office and are found to conform to law.

Accordingly, the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issue this Certificate of Incorporation of

FILLMORE WATER USERS ASSOCIATION, INC.

and attaches hereto a duplicate original of the Articles of Incorporation. File # 65929

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State of Utah at Salt Lake City, Utah, this 19th day of June A.D. 1975.



Clyde L. Miller  
SECRETARY OF STATE

By Howard B. Hinton  
AUTHORIZED PERSON

FILED in the office of the Secretary of  
State, of the State of Utah, on the  
19th day of June, A.D. 1975  
CLYDE L. MILLER  
Secretary of State  
Filing Clerk *[Signature]* fees *5.00*

ARTICLES OF INCORPORATION

OF

FILLMORE WATER USERS ASSOCIATION, INC.

a Non-Profit Corporation

65929

We, the undersigned persons do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the Statutes of the State of Utah.

I

NAME

The name of the corporation is Fillmore Water Users Association, Inc.

II

PRINCIPAL OFFICE

The Post Office address of the corporation's initial principal office is P.O. Box 686, Fillmore, Utah, 84631, and the Street address of the said office is 95 South Main, Fillmore, Millard County, Utah. The agent at such address shall be Paul McBride (DLA)

III

DURATION

The period of the duration of this corporation is perpetual.

IV

PURPOSES

This corporation is a nonprofit corporation. The purpose for which this corporation is organized is to deliver irrigation water to its stockholders at cost, and shall supply water to no one except its stockholders. The corporation shall not sell, distribute, or lend water for profit.

For this purpose and in aid thereof, the corporation shall have power to acquire, develop and operate water rights and water supplies in Millard

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For this purpose and in aid thereof, the corporation shall have power to acquire, develop and operate water rights and water supplies in Millard

County, Utah; to drill and equip wells; to construct, acquire and operate pumping plants, water storage and water distributing systems; to purchase lease, or otherwise acquire and to own, hold, mortgage, pledge, sell and deal in real and personal property; to erect buildings and plants; to lend and borrow money; to execute mortgages, deeds of trust and pledges of real and personal property; and to do all other necessary or convenient things to accomplish the purpose of this corporation.

V

CAPITALIZATION

The corporation shall have members, and shall issue shares of stock evidencing membership herein and an interest in water and other property rights. The aggregate number of shares which the corporation shall have authority to issue shall be Five hundred ten and forty nine/ one hundredths (510.49) shares. The corporation shall have the power to issue fractional shares when necessary. The said shares shall all belong to the same class to-wit common shares. Each share shall have the same preference, limitation and relative rights as all other shares. Provided however that fractional shares shall have that fractional preference, limitaion and relative rights to which it is entitled.

VI

ASSESSMENTS

The actual cost of management, development and operation of the business of this corporation shall be met by annual assessments on shares issued by the corporation.

The Board of Trustees shall annually determine whether or not to assess shares to pay the actual cost of management, development and operation of the business of this corporation.

Annual assessments shall be made on the basis of actual or estimated cost and expenses, including but not limited to loan principal and interest payments, maintenance, depreciation, labor and materials required for the purposes of this corporation. Assessments shall be equitably prorated between the shares of stock; provided however that the Board of Trustees

shall have the power to make assessments against shares of stock on other than a prorated basis for the purpose of raising funds to accomplish the purpose or purposes for which this corporation is organized or to pay its debts or obligations, so long as the other than prorata assessments bears a reasonable relationship to the needs and requirements of the share or shares of stock so assessed.

Assessments, shall be made, processed, and enforced according to the assessment laws of the State of Utah, Title 16, Chapter 4, Utah Code Annotated, 1953 as amended through 1973 pocket supplement.

#### VII

#### TRUSTEES

The number of trustees constituting the initial board of trustees of the corporation is five (5), and the names and addresses of the persons who are to serve as the initial trustees are:

- 1) Mark Paxton  
Chairman 65 S. 100 E.  
Fillmore, Utah 84631
- 2) Paul McBride  
Vice Chairman 85 N. Main  
Fillmore, Utah 84631
- 3) W.A. Mundy Sr. 307 E. Canyon Rd.  
Fillmore, Utah 84631
- 4) Jack L. Scottorn 325 N. Main  
Fillmore, Utah 84631
- 5) Dean D. Peterson 165 W. 200 S.  
Fillmore, Utah 84631

The corporation shall be governed by a Board of Trustees, consisting of five (5) trustees.

#### VIII

#### INCORPORATORS

The name and address of each incorporator is:

- 1) Mark Paxton 65 S. 100 E.  
Fillmore, Utah 84631
- 2) Paul McBride 85 N. Main  
Fillmore, Utah 84631
- 3) W.A. Mundy Sr. 307 E. Canyon Rd.  
Fillmore, Utah 84631

4) Jack L. Scottorn

325 N. Main  
Fillmore, Utah 84631

5) Dean D. Peterson

165 W. 200 S.  
Fillmore, Utah 84631

Dated this 11<sup>th</sup> day of June 1975.

Mark Paxton  
Mark Paxton

Paul McBride  
Paul McBride

W.A. Mundy Sr.  
W.A. Mundy Sr.

Jack L. Scottorn  
Jack L. Scottorn

Dean D. Peterson  
Dean D. Peterson

State of Utah  
County of Millard <sup>ss</sup>

On the 11<sup>th</sup> day of June 1975, personally before me,  
Mark Paxton, Paul McBride, W.A. Mundy Sr., Jack L. Scottorn, and Dean D.  
Peterson, signers of the foregoing Articles of Incorporation of Fillmore  
Water Users Association, Inc. each who duly acknowledged to me that he executed  
the same.

Walter L. Anderson  
Notary Public for Utah

My commission expires: June 16, 1979  
I reside at: Fillmore, Utah