

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of the

EDEN IRRIGATION COMPANY

THE UNDERSIGNED CORPORATION, pursuant to the authority set forth in the Utah Revised Nonprofit Corporation Act, Utah Code Ann. § 16-6a-101 et seq., (the “**Act**”), hereby revokes the original Articles of Incorporation, dated October 9, 1961, and all subsequent amendments, including the Certificate of Amendment dated May 12, 1983, and adopts the following Amended and Restated Articles of Incorporation (the “**Articles**”).

WHEREAS, the Eden Irrigation Company (the “**Company**”) is a non-profit mutual water company;

WHEREAS, the Company adopted its Articles of Incorporation in 1961;

WHEREAS, the Company amended its Articles of Incorporation in 1983;

WHEREAS, the Company desires to amend, update, consolidate, and replace the 1961 original Articles and all subsequent amendments;

WHEREAS, the Act requires a majority vote of a quorum of the members of the Company to amend its Articles of Incorporation, except as express exceptions apply in the Act or as modified by the Company’s bylaws; and

WHEREAS, pursuant to Utah Code Ann. Section 16-6a-1006, restated articles of incorporation supersede the original articles of incorporation and all prior amendments to the original articles of incorporation.

NOW, THEREFORE, the Company hereby amends and restates the 1961 Articles in their entirety and adopts these AMENDED AND RESTATED ARTICLES OF INCORPORATION, effective upon the adoption, as follows:

ARTICLE I - CORPORATE NAME

The name of this Company is the **Eden Irrigation Company**.

ARTICLE II - PERIOD OF DURATION

The period of duration for this Company is perpetual.

ARTICLE III - PURPOSE

The Company is a non-profit water company that operates an irrigation water distribution system on behalf of its members. The Company may engage in any act or activity allowed by law in accordance with the provisions of the Act.

ARTICLE IV – OFFICE

The office and principal place of business of the Company is the office of the secretary, currently 973 N 5900 E, Eden, UT 84310.

ARTICLE V – STOCK

The Company's capital stock is \$3,269.80 divided into 3,269.80 shares of voting common stock of the par value of \$1.00 per share. [impact of water from additional water from Weber Basin Contract? CH]No additional shares of voting common stock may be issued except upon approval of a super majority (two-thirds) of a quorum of the Members of the company at a meeting of the Members. Holders of voting common stock are entitled to vote on any business required by the Bylaws or the Act to be approved by the shareholders.

ARTICLE VI - REGISTERED AGENT

The registered agent of the Company is:

Alan Wheelright
6154 E. 1800 N.
Eden, UT 84310

ARTICLE VII - BYLAWS

The Board of Directors shall adopt, update, amend, and/or repeal as appropriate, Bylaws for the governance of the Company. Upon adoption, amendment, or repeal of the Bylaws, the Board of Directors shall cause a copy of each newly adopted or amended Bylaw to be mailed or emailed to each Member of the Company.

ARTICLE VIII – DISSOLUTION

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

In the event of 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, among other things, to divert or distribute water. Instead, title shall remain with the Company pending the winding up of its affairs or reinstatement of the Company. As 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 involuntary dissolved or lapsed corporation in conformance with the provisions of Section 16-6a-1302(2)(d) of the Utah Code.

ARTICLE IX – AMENDMENT TO ARTICLES

The Articles of Incorporation may be amended in any manner permitted by the Act.

ARTICLE X – BOARD AND MEMBER APPROVAL

These Amended and Restated Articles of Incorporation of Eden Irrigation Company were duly adopted by the Company's Members and Board at a duly called meeting of the Members and Board held on [INSERT DATE], in conformance with the requirements of the Act, which requires a simple majority vote, by the following vote:

NUMBER OF DIRECTORS VOTING IN FAVOR OF ADOPTION:

NUMBER OF DIRECTORS VOTING AGAINST ADOPTION:

**NUMBER OF DIRECTORS ABSTAINING OR NOT PRESENT AND WITHOUT
VALID PROXY:**

SHARES OF MEMBERS VOTING IN FAVOR OF ADOPTION:

SHARES OF MEMBERS VOTING AGAINST ADOPTION:

**NUMBER OF MEMBERS ABSTAINING OR NOT PRESENT AND WITHOUT
VALID PROXY:**

[signature page(s) follows]

DATED this ____ day of ____, 2023.

EDEN IRRIGATION COMPANY

By: _____
Name: Alan Wheelwright
Its: President

ATTEST:

By: _____
Name: Ruby Raccasi
Its: Secretary

STATE OF UTAH)
 :ss.
County of Weber)

On the ____ day of _____, 2023, Alan Wheelwright and Ruby Raccasi, being first duly sworn under oath, depose and say that they are the President and Secretary of the Eden Irrigation Company, respectively, and that they have each signed the foregoing Amended and Restated Articles of Incorporation of the Eden Irrigation Company, and that said Company duly authorized the execution of the same.

Notary Public