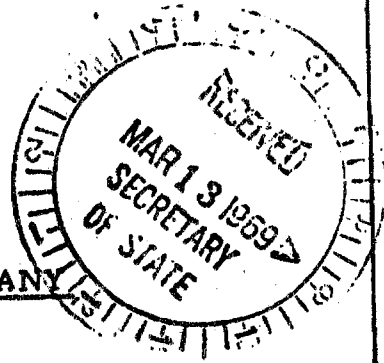


FILED in the Office of the Secretary of State of the State of Utah, on the 13 day of March A. D. 1969
CYNDEL MILLER
Secretary of State
Filing Clerk

ARTICLES OF INCORPORATION



INTERLAKEN MUTUAL WATER COMPANY
(Non-Profit)

We, the undersigned, in order to form a mutual, non-profit water company, under and pursuant to the laws of the State of Utah, do hereby agree, certify and declare as follows:

ARTICLE I.

The name of this corporation is INTERLAKEN MUTUAL WATER COMPANY.

ARTICLE II.

The names of the incorporators and the places of their residence are as follows:

<u>Name</u>	<u>Residence</u>
Burton M. Todd	2626 Maywood Dr. Salt Lake City, Utah
E. Keith Lignell	2318 Dallin Street Salt Lake City, Utah
Lawson O. Hamblin	2160 N. 750 W. Provo, Utah
Don C. Hale	2431 Lynwood Drive Salt Lake City, Utah
Ralph A. Britsch	465 S. 650 East Orem, Utah
Norma T. Mabey	25 So. 100 E. Bountiful, Utah

ARTICLE III.

The principal place of business of the corporation shall be located at Midway, Utah, but the corporate business may be carried on, and branch and transfer offices may be established elsewhere in the State of Utah.

ARTICLE IV.

The corporation shall have perpetual existence, unless sooner terminated in the manner provided by law.

ARTICLE V.

In furtherance of and in no way in limitation of the powers now or hereafter conferred upon corporations by the laws of the State of Utah, the nature of the business of the corporation and the objects, purposes and powers to be transacted, promoted, exercised or carried on by it are as follows:

- (a) To own domestic and culinary water, and to distribute said water only to lands in subdivisions of Interlaken Estates lands in Wasatch County, State of Utah, and only for use by its own stockholders on their own lands.
- (b) To acquire water rights by purchase, lease, appropriation, change applications or otherwise.
- (c) To acquire, hold and sell real and personal property, useful to the carrying on of the corporate purposes.
- (d) To maintain the subdivision roads within the lands of the Interlaken Estates.

ARTICLE VI.

Without in any particular, limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have power to issue bonds and other obligations in payment for the property purchased or acquired by it, or for any other object in or about its business; to mortgage or pledge any stocks, bonds or other obligations by it issued, or incurred; to guarantee any dividends or bonds or contracts or other obligations; to make and perform contracts of any kind and description; and in carrying on its business or for the purpose of attaining or furthering any of its objects, to do any and all other acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which are now or hereafter may be authorized.

ARTICLE VII.

The water distributed by this corporation within subdivisions shall

be used for culinary purposes only, and shall not be used for irrigation or lawn sprinkling.

ARTICLE VIII.

The limits of the capital stock of this corporation shall be Twenty Five Hundred Dollars (\$2,500.00), which shall be divided into 250 shares, having a par value of Ten Dollars (\$10.00) per share.

ARTICLE IX.

The capitalization and par value of the shares may be increased or diminished or changed in the manner provided by law, or in the absence of statute, in the manner prescribed by the stockholders in any general meeting or in a special meeting called and held for that purpose.

ARTICLE X.

The stock of this company shall be assessable for the expenses of operating and maintaining the water system of the corporation, and of maintaining the roads within Interlaken Estates subdivisions in Wasatch County, Utah.

ARTICLE XI.

The amount of stock subscribed by persons organizing and assisting in the organization of this corporation and paid for in full, is as follows:

<u>Name</u>	<u>No. of Shares</u>
Burton M. Todd	1
E. Keith Lignell	1
Lawson O. Hamblin	1
Don C. Hale	1
Ralph A. Britsch	1
Norma T. Mabey	1

ARTICLE XII.

The corporate powers of the corporation shall be exercised by a board of not less than three nor more than nine directors to be elected by the

stockholders at each annual meeting; the exact number to serve each year may be fixed by the stockholders at the annual meeting.

ARTICLE XIII.

The officers of the corporation shall be elected by the board of directors and shall consist of a president, a vice-president, and a secretary-treasurer, all of whom shall be selected from the membership of the board of directors.

ARTICLE XIV.

Officers and directors shall be elected at the annual stockholders meeting, and they shall be elected for a term of two years.

The following persons shall be the officers of the corporation until the first annual meeting of the stockholders of the corporation, or until their successors are duly elected and qualified, as hereinafter provided:

Burton M. Todd	President and Director 2626 Maywood Dr., S. L. C., Utah
Lawson O. Hamblin	Vice President and Director 2160 N. 750 W., Provo, Utah
E. Keith Lignell	Secretary-Treasurer and Director 2318 Dallin St., S. L. C., Utah
Don C. Hale	Director 2431 Lynwood Dr., S. L. C., Utah
Ralph A. Britsch	Director 465 S. 650 E., Orem, Utah
Norma T. Mabey	Director 25 S. 100 E., Bountiful, Utah

ARTICLE XV.

Any officer, other than a director, may be removed from office by the board of directors at any meeting of said board, by the vote of a majority of the directors, and any director or officer of the corporation may be removed from office by the stockholders at any meeting of said stockholders by vote, in person or by proxy, of the owners of a majority of the shares of the capital stock.

ARTICLE XVI.

Two-thirds of the members of the board of directors of the corporation shall be necessary to form or constitute a quorum to transact the business

and exercise the corporate powers of the corporation, and every decision of a majority of the board so formed shall be valid as a corporate act.

Any officer or director may resign his office by written resignation filed with or mailed to the secretary of the corporation. Any vacancy caused by the death or resignation or removal from office of any officer or director of the corporation may be filled by the directors at any regular or special meeting of said board.

Meetings of the board of directors shall be held at the time and place set forth in the by-laws of the corporation.

ARTICLE XVII.

The annual stockholders meeting shall be held on the second Monday in March. Special meetings of the corporation shall be called as set forth in the by-laws.

ARTICLE XVIII.

The private property of the stockholders of the corporation shall not be liable for any of its debts or obligations.

ARTICLE XIX.

The board of directors shall have power to adopt such by-laws not inconsistent with law or with these articles of incorporation as said board shall deem necessary and expedient for the management of the business of the corporation.

ARTICLE XX.

Notice of annual meetings need not be given; special meetings and the location thereof may be called by the president or by any two directors, or any number of stockholders owning one-half or more of the outstanding stock of the corporation. Notice of special meetings may be given by personal delivery or by regular mail to each stockholder at his last known address, as shown in the books of the corporation, at least ten days before such meeting. Notice need not be given by publication.

ARTICLE XXI.

These articles of incorporation may be amended by the vote of the stockholders at a duly called special meeting, or at any annual meeting of the stockholders, and by-laws may be amended by the directors or by vote of the stockholders at any special or annual meeting.

IN WITNESS WHEREOF, the undersigned, having respectively agreed to the number of shares of stock hereinbefore set forth, have hereunto set their hands and seals this 1st day of March, 1969.

Burton M Todd

E. Keith Lignell

Lawson Hamblin

Thomas J. Mabey

Stacy A Britsch

Don C Hale

STATE OF UTAH)
 :SS
COUNTY OF SALT LAKE)

Burton M. Todd , E. Keith Lignell

and Don C. Hale , being first duly sworn on oath, each for himself deposes and says: That he is one of the incorporators mentioned in the foregoing agreement, and that the incorporators have commenced and it is their bona fide intention to continue to carry on the business mentioned in the foregoing agreement or Articles of Incorporation; that each of the affiants verily believes that each party to the agreement has paid the amount of capital

stock subscribed for by him; and that at least 10 per cent of the capital stock has been subscribed and is fully paid.

Burton M. Todd

E. Keith Signell

Don O. Hay

Subscribed and sworn to before me this 5 day of March, 1969.

My Commission Expires:

Nov 3, 1969

Frederic W. McQuinn
Notary Public

Residing at Salt Lake City