

**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
RICHMOND IRRIGATION COMPANY**

Pursuant to the provisions of the Utah Revised Nonprofit Corporation Act, the undersigned nonprofit company (the "Company") hereby adopts the following Articles of Amendment and Restatement of its Articles of Incorporation with the intent that this amendment constitutes a restatement of such Articles of Incorporation and supersedes the existing Articles of Incorporation:

I.

The name of the company is RICHMOND IRRIGATION COMPANY.

II.

The following Amended and Restated Articles of Incorporation were adopted by the shareholders of the Company on March 15, 2007, in the manner prescribed by the Utah Revised Nonprofit Corporation Act.

The Articles of Incorporation of the Company are hereby amended and restated in their entirety as follows:

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RICHMOND IRRIGATION COMPANY  
A NONPROFIT CORPORATION

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ARTICLE I - NAME

The name of the corporation is RICHMOND IRRIGATION COMPANY.

ARTICLE II - DURATION

The period of this corporation's duration is perpetual.

ARTICLE III - PURPOSES AND POWERS

This corporation is a mutual irrigation company and is not intended to operate at a profit, but this corporation shall distribute irrigation water to its shareholders, for the irrigation of their lands, as, for and in lieu of dividends, in proportion to the number of shares owned by each. In furtherance of and in no way in limitation of the powers now or hereinafter conferred upon non-profit corporations by the laws of the State of Utah, the corporation shall have the following objects, purposes and powers:

- (a) To acquire, own, operate, manage, repair and maintain canals and canal systems and all appurtenant and related facilities;
- (b) To manage, distribute and control water for irrigation and incidental domestic and other purposes;
- (c) To acquire by appropriation, purchase, lease or other means, water and water rights;
- (d) To assess its stock for all corporation purposes, in accordance with and as permitted by the laws of the State of Utah and as set forth herein;
- (e) To contract with other corporations or individuals for the maintenance, improvement, and repair of any irrigation works or canals owned or operated by this corporation;

(f) To borrow money to such extent and upon such terms as may be determined by the Board of Directors and to issue notes, bonds, or other evidence of indebtedness to secure the payment of monies borrowed; provided, however, that no mortgage or trust deed shall be given upon the property of the company except with the authorization of a majority of the capital stock voted at a meeting called for purposes of voting on said matter;

(g) To act as the operator for any existing canal system responsible for delivering water to the stockholders of this corporation and others, pursuant to any order of a court of proper jurisdiction, specifically including the power to operate as a receiver, or conservator or designated operator of any such canal system;

(h) To do any and all acts and things, and to exercise any and all powers permitted of non-profit corporations by the laws of the State of Utah.

#### ARTICLE IV - MEMBERS/STOCK

The Corporation is authorized to issue shares of stock evidencing the shareholders' ownership interest in the legal rights and facilities owned by the Corporation and the right to use water pursuant to the water rights held in the name of the Corporation on behalf of its shareholders. There shall be nine (9) separate classes of stock, as follows:

I. Classes of Stock. The classes and general description of the stock of the Corporation are as follows:

CLASS A	Common Stock
CLASS B	Cherry Creek Stock

2. Purpose of Classes of Stock. Stock shall be issued in the above classes for the following purposes:

(a) The Class A Common Stock shall be issued to represent a shareholder's proportionate interest in and right to the use of those assets of the Corporation that are shared or otherwise used in common with all other shareholders of the Corporation, including a shareholder's proportionate interest in the Corporation's water supply.

(1) The common system facilities include primarily the Upper High Creek Canal, the Cherry Creek Canal, the Corporation's wells, and all head gates, valves, pumps, motors and related property and equipment now belonging to or which shall hereafter be acquired and belong to the Corporation for use in connection with the common system facilities.

(2) Only holders of Class A stock shall be entitled to receive Corporation water through the Corporation system for irrigation use throughout the irrigation season. The number of Class A shares held shall be determinative of the proportionate quantity of the Corporation's water which a shareholder is entitled to receive in any given year, and the amount to be paid by each Class A shareholder for said shareholder's share of the cost of owning, constructing, operating, maintaining, repairing and

replacing the common assets of the Corporation. The source of the Corporation's water supply (including Corporation wells and springs, Cherry Creek, High Creek and/or Logan and Northern Irrigation Company rights), from which the holders of Class A shares shall be entitled to receive a distribution of water, shall be identified on the face of each Class A stock certificate. The quantity of water which the holders of Class A shares shall be entitled to receive shall vary, from year to year, and from source to source, and shall be subject to periodic adjustment during the course of any given irrigation season, depending upon the water supply available in each source.

(b) The Class B stock shall be issued as being determinative of the irrigation lateral of the Corporation through which each Class B shareholder's water is to be delivered, and represents a shareholder's proportionate interest in such lateral and the amount to be paid by such shareholder for said shareholder's share of the cost of owning, constructing, operating, maintaining, repairing and replacing such lateral.

3. Assessments. All shares of stock shall be fully assessable for the purpose of paying their proportionate share of all lawful obligations of the Corporation, and for operating, maintaining and developing the facilities used to divert and convey water from any water source within the Corporation to water storage facilities, or to the place of use, and for the operation, maintenance and development of facilities utilized to store and distribute water, and to pay their proportionate share of the general administrative expenses incurred in the operation of the Corporation. Each class of stock may be assessed at its own rate, which may differ from class to class. Assessments shall be levied and provisions made for the collection of all delinquent assessments as provided in the Bylaws of the Corporation and in conformance with State law.

4. Voting Rights. Only Class A shares shall have voting rights, and each share shall be entitled to one (1) vote. Class B stock shall be non-voting shares.

#### ARTICLE V - BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The adoption of the Bylaws of the Corporation shall be by the vote of a majority of the shareholders present at a meeting one purpose of which is to vote on the adoption of the Bylaws.

#### ARTICLE VI - DIRECTORS

The Board of Directors of this Corporation shall have not less than three (3) nor more than nine (9) Directors as fixed from time to time by the Bylaws of the Corporation. The Directors shall have the rights and duties set forth in the Bylaws of the Corporation. The Directors shall have the authority to take all action on behalf of the Board of Directors.

#### ARTICLE VII - REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office is 74 West 100 North, Logan, Utah 84321, and the name of its registered agent at such address is Bearnson & Peck, L.C.

## ARTICLE VIII - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be at 247 East 100 North, P.O. Box 156, Richmond, UT 84333. The business of this Corporation may be carried on in all counties of the State of Utah, in all states of the United States, and in all territories thereof, and in all foreign countries as the Directors shall determine.

## ARTICLE IX - DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed as follows:

- (1) first, to satisfy the liabilities to creditors other than members, in the order of priority as provided by law;
- (2) second, to satisfy the liabilities to members in their capacities as creditors, in the order of priority as provided by law; and
- (3) third, to pay the expenses and costs of winding up; and
- (4) fourth, to the members in accordance with their respective interests in the Corporation.

## ARTICLE X - ASSESSMENTS

The stock of this corporation shall be assessable, in accordance with and as permitted by the laws of the State of Utah, for the following purposes;

- (a) To acquire irrigation systems and appurtenant and related facilities;
- (b) To manage, distribute and control water conveyed through the irrigation system;
- (c) To operate, maintain, repair, improve, extend and replace the irrigation system, or any part thereof, and the related an appurtenant facilities;
- d) For any other corporate purposes.

## ARTICLE XII - EFFECT OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

These amended and restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all amendments and revisions thereto and amendments thereof.

END OF TEXT OF AMENDMENT AND RESTATEMENT

III.

The number of shares of the capital stock of the Corporation outstanding as of the date the foregoing amendment and restatement was approved by the shareholders of the Corporation was Six Thousand Thirty-Nine and 4/100 (6,039.04) shares of Class A capital stock, par value of \$10.00 per share, and the number of shares entitled to vote thereon was Six Thousand Thirty-Nine and 4/100 (6,039.04) shares of Class A capital stock, par value of \$10.00 per share. No other class of shares entitled to vote separately as a class was issued and outstanding.

IV.

The number of shares of capital stock voted for the foregoing amendment and restatement was three thousand seven hundred thirty (3,730) shares; fifty-three (53) shares of capital stock were voted against such amendment and restatement. The shares voted in favor of the foregoing amendment and restatement are sufficient for adoption.

DATED this 15 day of March, 2007.

Richmond Irrigation Company,  
a Utah nonprofit corporation

By: Terry Spackman  
Terry Spackman, President

ATTEST:

Kip E. Pantef  
Kip Pantef, Secretary

ACCEPTANCE AND VERIFICATION OF REGISTERED AGENT

Bearnson & Peck, L.C., as the appointed Registered Agent for Richmond Irrigation Company, does hereby accept the appointment of Registered Agent for said Corporation.

Bearnson & Peck, L.C.

By: \_\_\_\_\_  
Its Member