

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RIVERSIDE NORTH GARLAND WATER COMPANY
A NONPROFIT CORPORATION

The undersigned do, for the purpose of amending and restating a nonprofit corporation pursuant to the Utah Revised Nonprofit Corporation Act, hereby adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is RIVERSIDE NORTH GARLAND WATER COMPANY, a nonprofit corporation.

ARTICLE II

Duration

This Corporation shall be perpetual, unless sooner dissolved or disincorporated in the manner provided by law.

ARTICLE III

Purposes and Powers

Section 1. Purposes. The purposes for which RIVERSIDE NORTH GARLAND WATER COMPANY are formed are as follows:

- A. To foster and promote a culinary water system in the community of Riverside and North Garland through participation and cooperation in social and civic activities in accordance with membership.
- B. To carry out community programs, activities and social affairs that are in further of the objectives of this organization, which may include, but not be limited to, public education, water conservation, and water resource management.
- C. To received, hold, own, manage, use, purchase, mortgage, pledge and dispose of property of all kinds, real, personal and intangible, whether held absolutely

or in trust, or by way of agency or otherwise, for the benefit of RIVERSIDE NORTH GARLAND WATER COMPANY and the educational, humanitarian, scientific and charitable activities and any or all of them that may be conducted, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and

- D. To engage in any lawful act for which a nonprofit corporation may be organized under law.

Section 2. Powers. This Corporation shall have and exercise all the rights, powers, privileges and immunities provided by the Utah Revised Nonprofit Corporation Act, being Section 16-6a-302, Utah Code Annotated (1953), as amended.

Section 3. Exempt Status. This Corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article III, Section I hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in or carry on activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV

Directors

Section 1. Number. The number of directors of RIVERSIDE NORTH GARLAND WATER COMPANY shall be not less than five (5) and not more than seven (7), which number may be increased from time to time by resolution of the governing Board of such Corporation, provided, however, that there shall be at no time less than five (5) directors.

Section 2. Manner of Selection. The manner of selecting members of the governing Board of such Corporation and of filling vacancies on said Board shall be as specified in the Bylaws.

Section 3. Current Directors. The initial Board shall consist of the following five (5) directors:

Neil C. Capener
15715 North 5400 West
Riverside, Utah 84334

David Forsberg
15270 North 5475 West
Riverside, Utah 84334

Kevin John
15445 North 5325 West
Riverside, Utah 84334

Clint Munns
13505 North 6000 West
Garland, Utah 84312

Todd Ramsdell
15415 North 5200 West
Riverside, Utah 84334

Section 4. Additional Directors. Additional directors may be added in accordance with the Bylaws.

Section 5. Term. The directors shall serve terms as specified in the Bylaws.

Section 6. Vacancies. Vacancies for the expired or unexpired term of any director may be filled in accordance with the Bylaws.

Section 7. Incorporators. The original Company incorporator's names and street addresses were as follows:

Jay U. MacFarland, Riverside, Utah 84334

Frank O. Nishiguchi, Garland, Utah 84312

Arnold W. Larson, Garland, Utah 84312

LaMarr Wamsley, Tremonton, Utah 84337

Charles J. Bourne, Garland, Utah 84312

ARTICLE V

Members

RIVERSIDE NORTH GARLAND WATER COMPANY shall have members. Membership shall be established by the Board of Directors and set forth in the By-laws which shall provide for the qualification and rights of members thereof including the termination and forfeiture of membership, imposition of dues, assessments, and other charges of the members and provisions restricting the transfer of memberships thereof.

ARTICLE VI

Shares/Membership

RIVERSIDE NORTH GARLAND WATER COMPANY shall have no stock and shall not issue shares evidencing stock. The Corporation shall issue membership certificates pursuant to the Bylaws. Certificates of membership shall be evidence of a member's interest in the Corporation and all members shall have such voting rights as may be prescribed by the Board of Directors as set forth in the Bylaws.

ARTICLES VII

Principal Office

The principal office of RIVERSIDE NORTH GARLAND WATER COMPANY, shall be 15450 North 5400 West, Riverside, Utah 84334.

ARTICLE VIII

By-Laws

The power to make, alter, amend or repeal the By-Laws of this Corporation shall be vested in its governing Board, and the By-Laws may contain any provision for the regulation and management of the affairs of this Corporation not inconsistent with these Articles of Incorporation and the laws of the State of Utah.

ARTICLE IX

Registered Agent

The Registered Agent of RIVERSIDE – NORTH GARLAND WATER COMPANY is Carol Stephens, 15465 North 5400 West, Riverside, Utah 84334.

ARTICLE X

Liability

The members, directors, trustees, officers, and employees of this Corporation shall not be individually or personally liable for the debts or obligations of the Corporation.

ARTICLE XI

Amendment

The power to amend these Articles is hereby expressly conferred upon the governing Board of this Corporation, but this grant of power shall not exclude any other permissible method of amendment.

ARTICLE XII

Dissolution

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned hereby declare that these Amended and Restated Articles of Incorporation were duly adopted by the Members of the Corporation as recommended by the Board of Directors at a duly called and noticed meeting held on the _____ day of _____, 2025. The number of votes cast by the Members of the Corporation in favor of the Amended and Restated Articles of Incorporation was sufficient for approval by the Membership.