

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEHI IRRIGATION COMPANY**

Pursuant to and in accordance with Sections 16-6a-1001 and 16-6a-1006 of the Utah Revised Nonprofit Corporation Act, the following are the amended and restated articles of incorporation of Lehi Irrigation Company, a Utah nonprofit corporation (referred to herein as the "Corporation").

**ARTICLE I
NAME**

The name of the Corporation is Lehi Irrigation Company.

**ARTICLE II
PERIOD OF DURATION**

The existence of the Corporation shall be perpetual or until dissolved and liquidated in accordance with the laws of the state of Utah. In case of dissolution, the property of the Corporation shall revert to the members in proportion to their rights therein.

**ARTICLE III
PURPOSE**

The Corporation is organized to engage in any lawful act or activity for which a corporation may be organized under the Utah Revised Nonprofit Corporation Act, including:

(a) to purchase, acquire, own, hold, maintain, conserve, lease, manage, control and operate water and water rights, power, privileges and appropriations, particularly but not necessarily limited to the waters of American Fork Creek, Dry Creek and Upper Spring Creek, and any other sources or diversion points from which the Corporation may take water, for use within the service area of the Corporation as it exists and as it may change over time;

(b) to regulate, control, lease and distribute to the persons entitled thereto, for irrigation, culinary, and domestic purposes and all other purposes, all water and water sources that the Corporation now owns or in which it has any interest, or which it may hereafter acquire or become interested in; and

(c) to do all acts and things necessary, or which shall be deemed advisable by the Corporation, to enable it to carry out the objects and purposes of the Corporation.

**ARTICLE IV
AUTHORIZED SHARES**

The record owners of the stock of the Corporation shall be members of the Corporation. The holder of a share of stock of the Corporation shall become a member of the Corporation only upon completion of the recordation of the share of stock in the name of such holder upon the records of the Corporation. Membership in the Corporation shall be evidenced by the issuance of shares of stock, as hereinafter provided. The limit of the capital stock of the Corporation shall be eight-thousand (8,000) shares of stock to be known as common stock.

Each share of stock shall have an equal right to all water sources of the Corporation, but the directors at their sole discretion shall determine and manage the distribution of water to the members. Each share of stock represents the amount of water necessary to irrigate one acre of land as determined by the Utah State Engineer to be the irrigation duty. In any event, the volume of annual water allocated to each share of stock is limited by the supply of water available each year to the Corporation.

The corporation may issue fractional shares as approved by the directors only in those instances where shares being transferred are already fractional shares. The Corporation shall issue whole shares only in those instances where whole shares are transferred from one party to another.

The Corporation's stock shall be assessable in such amounts, at such times, in such manner, and for such purposes as the board of directors from time to time shall determine to meet the Corporation's obligations.

**ARTICLE V
BOARD OF DIRECTORS AND OFFICERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of directors.

The board of directors shall be composed of five directors, all of whom shall be elected by the holders of common stock voting as a single class. The terms of office of directors shall be staggered such that the number of directors to be elected at each annual meeting shall be as nearly equal as possible

A special meeting of stockholders was held in September 2006 for the purpose of electing a new board of directors. The three candidates receiving the most votes at the September, 2006, meeting shall serve for two years. The two candidates receiving the next highest number of votes at the September, 2006, meeting shall serve for one year each. For director elections held after adoption of these Amended and Restated Articles of Incorporation, three directors shall be elected in odd years and two directors shall be elected in even years. The manner of election shall be determined by the chairman of the meeting of stockholders called for that purpose.

The bylaws shall specify the officers of the Corporation and describe the duties of each. The officers of the Corporation shall be appointed by the board of directors. Except as otherwise set forth in the bylaws, each officer may be a director.

Each director and officer shall be required to be a natural person who is a common stockholder of record and owner of a minimum of one share. Whenever any director shall cease to be a stockholder of record, he shall cease to be a director, and the remaining directors may declare that office vacant. The offices of secretary and treasurer may be held by the same person at the same time, and the holders of these offices need not be directors or stockholders.

All directors, except those chosen to fill vacancies for unexpired terms, shall be elected by the stockholders. The board of directors within ten days after election shall hold a directors' meeting and elect a president, a vice president, a secretary/treasurer, and such other officers as may be deemed necessary. A majority of the board of directors shall constitute a quorum and shall be authorized to transact business and exercise the powers of the Corporation.

Any director or officer of the Corporation may be removed at any special meeting called for such purpose by a two-thirds vote of the stockholders.

ARTICLE VI ANNUAL MEETING

Annual meetings of the stockholders shall be held on the second Monday of January for the purpose of electing directors in the event of vacancies or upon the completion of any terms of any directors. Notice of the annual meetings shall be as prescribed in the bylaws.

ARTICLE VII BYLAWS

The board of directors of the Corporation shall have the authority to adopt bylaws for and on behalf of the Corporation and to amend such bylaws from time to time as its directors shall deem necessary or advisable, except as otherwise may be provided by law.

ARTICLE VIII ASSESSMENTS

Stockholders of the Corporation shall be subject to assessments by the Corporation from time to time in accordance with the provisions of the bylaws and as provided by law and shall be liable to the Corporation for payment of such assessments. The Corporation may sell shares of common stock of a stockholder or take other action to satisfy any delinquency as provided by the bylaws and applicable law.

**ARTICLE IX
LIMITATION ON LIABILITY**

To the fullest extent permitted by the Utah Revised Nonprofit Corporation Act or any other applicable law as now in effect or as it may hereafter be amended, a director of the Corporation shall have no personal liability to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director.

**ARTICLE X
STOCKHOLDER ACTION**

Any action that may be taken at any annual or special meeting of stockholders may be taken only upon the vote of the stockholders at an annual or special meeting duly called and may not be taken without a meeting and without prior notice by written consent of the stockholders. Notwithstanding anything to the contrary contained in these articles, no amendment, repeal, or provision inconsistent with the provisions of these articles shall be adopted unless it is approved by the vote of a majority of the shareholders present, including by proxy, at such meeting.

WHEREFORE, the number of votes cast by the stockholders of the Corporation to approve these Amended and Restated articles of incorporation set forth above was sufficient for approval by the stockholders.

The undersigned affirm and acknowledge, under penalties of perjury, that the foregoing instrument is their act and deed and that the facts stated herein are true.

DATED this 18 day of January, 2007.

LEHI IRRIGATION COMPANY

By Lee Barnes
Lee Barnes, President