

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

HOOPER IRRIGATION COMPANY

(A NONPROFIT CORPORATION)

The undersigned do, for the purpose of organizing and/or re-organizing a nonprofit mutual water company pursuant to the Utah Revised Nonprofit Corporation Act hereby adopt the following Amended and Restated Articles of Incorporation.

The original Articles of Incorporation for Hooper Irrigation Company were filed on December 22, 1902, and multiple Articles of Amendment have been filed in subsequent years.

ARTICLE I
Corporate Name

The name of this Company is HOOPER IRRIGATION COMPANY.

ARTICLE II
Duration

The period of duration for this Company is perpetual, unless sooner terminated in the manner provided by law.

ARTICLE III
Powers and Purposes

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 nature of business of the Company, and the objects, purposes and powers to be transacted, promoted, exercised or carried on by it are as follows:

- A. To acquire and maintain water rights and sources of water supply by purchase, lease, contract, appropriation, change application or otherwise.
- B. To hold and control water rights for beneficial uses, and to distribute this water to the members of the Company.
- C. To acquire, hold and sell real and personal property useful to the carrying on of the corporate business.
- D. To own water diversion, transportation, distribution, measurement and storage facilities.
- E. To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the other purposes.
- F. To convey its assets as security for loans and make and perform contracts of any kind and description, including, without limitation, contracts with the State of Utah or the United

States of America, or any agency, department or political subdivision thereof, for the purpose of borrowing money, acquiring water and water rights, and for the use, joint development of and/or the construction, development, improvement, modification, repair, and replacement of all springs, wells, reservoirs and other water sources, as well as all other water diversion, transportation, distribution, measurement and storage facilities.

- G. To make assessments against its shares and members either on or not on a pro rata basis, as determined by the board of directors, for the purpose of raising funds to accomplish any of the other purposes or powers, or to pay its debts or obligations, to publish notice of delinquency for nonpayment of assessments, and to sell at public auction, after adequate notice, the shares that remain delinquent.
- H. To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(12) of the Internal Revenue Code and consistent with those powers described in the Utah Revised Nonprofit Corporation Act, as amended and supplemented.
- I. To do any and all acts and things, and to exercise any and all other powers which a natural person could do or exercise, and which are not now nor hereafter prohibited by law, in carrying on its business, or for the purpose of attaining or furthering its objectives.
- J. With respect to the following purposes:
 - (1) no part of the net earnings of the Company shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered to the Company and to make payments and distributions in furtherance of the purposes set forth herein;
 - (2) no substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the company shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office, except as authorized under the Internal Revenue Code of 1954, as amended.
 - (3) the Company shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(12) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE IV

Members

This Company shall have one or more classes of members, which are the shareholders in the Company.

ARTICLE V

Shares

Each share shall represent an undivided interest in the assets of the Company. Shares have no par value. There shall be twelve (12) classes of shares as follows:

- A. **Class A Shares:** water used in traditional irrigation and stock watering on the shareholder's land, which is delivered to shareholders through the Company canal system. The number of Class A shares the Company has authority to issue is 8,500 shares.
- B. **Class AA Shares:** water stored by a shareholder for use in traditional irrigation and stock watering on land controlled by the shareholder, and delivered to the shareholder's storage facility through the Company canal system. The number of Class AA shares the Company has authority to issue is 1,000 shares.
- C. **Class B Shares:** water shares purchased from Weber Basin in 1978 and 1990 used on the shareholder's land and delivered to shareholders under contract with the Company. The number of Class B shares the Company has authority to issue is 320 shares.
- D. **Class BB Shares:** water shares purchased from Weber Basin in 1978 and 1990 used on the shareholder's land and delivered to shareholder's storage facility under contract with the Company. The number of Class BB shares the Company has authority to issue is 320 shares.
- E. **Class C Shares:** water used on the shareholder's land and delivered to shareholders through the Company's pressurized secondary system. Class C shareholders shall complete a Service Agreement with Company prior to obtaining benefits of membership. This Service Agreement may designate, among other things, the size of the service area and fees. The Company shall also determine the amount of water each Class C share is entitled to receive based upon service area and any other factors the Board of Directors shall determine is just and reasonable. One Class C share shall be entitled to one quarter ($\frac{1}{4}$) of one vote as Classes A, AA, B, BB, D, DD, E, EE and Z shares. The Company is authorized to convert any Class of shares into Class C shares, or vice-versa, except Class CC or CW, upon proper request and satisfaction of other requirements as may be required by the board of directors, including but not limited to payment of fees. **Class C Shares shall run with the land, in other words, once any share is converted into Class C share(s), it shall remain attached to the parcel within the Company's service area on which the water is used, and ownership of the share or shares dedicated to the parcel shall transfer to a new owner when new ownership of the parcel is established.** The number of Class C shares the Company has authority to issue is 5,000 shares.
- F. **Class CC Shares:** water used on the shareholder's land and delivered to shareholders through the Company's canals, which water is then pumped by the shareholder from the canal onto the shareholder's land. Class CC shareholders shall complete a Service Agreement with Company prior to obtaining benefits of membership. This Service Agreement may designate, among other things, pumping volume and times, as well as the size of the service area and fees. The Company shall also determine the amount of water each Class CC share is entitled to receive based upon service area and any other factors the Board of Directors shall determine is just and reasonable. One Class CC share shall be entitled to one quarter ($\frac{1}{4}$) of one vote as Class A, AA, B, BB, D, DD, E, EE or Z shares. The Company is authorized to convert any Class of shares into Class CC shares or vice-versa, except Class C or CW shares, upon proper request and satisfaction of other

requirements as may be required by the board of directors, including but not limited to payment of fees. **Class CC Shares shall run with the land, in other words, once any share is converted into Class CC share(s), it shall remain attached to the parcel within the Company's service area on which the water is used, and ownership of the share or shares dedicated to the parcel shall transfer to a new owner when new ownership of the parcel is established.** The number of Class CC shares the Company has authority to issue is 1,000 shares.

- G. **Class CW Shares:** water used on the shareholder's land and delivered to shareholders through the Company's pressurized secondary system and whose interest was acquired from a water right from the Weber River with a priority after 1918. Class CW shareholders shall complete a Service Agreement with Company prior to obtaining benefits of membership. This Service Agreement may designate, among other things, the size of the service area and fees. The Company shall also determine the amount of water each Class CW share is entitled to receive based upon service area and any other factors the Board of Directors shall determine is just and reasonable. One Class CW share shall be entitled to one quarter (¼) of one vote as Class A, AA, B, BB, D, DD, E, EE, and Z shares. The Company is authorized to convert any Class of shares into Class CW shares or vice-versa, except Class C or CC shares, upon proper request and satisfaction of other requirements as may be required by the board of directors, including but not limited to payment of fees. **Class CW Shares shall run with the land, in other words, once any share is converted into Class CW share(s), it shall remain attached to the parcel within the Company's service area on which the water is used, and ownership of the share or shares dedicated to the parcel shall transfer to a new owner when new ownership of the parcel is established.** The number of Class CW shares the Company has authority to issue is 1,000 shares.
- H. **Class D Shares:** water held by or for the benefit of a municipality or governmental entity, for the purpose of providing secondary water service to itself or others, and delivered by the Company to a specific point for distribution through a system owned or controlled by the municipality or governmental entity. The number of Class D shares the Company has authority to issue is 500 shares.
- I. **Class DD Shares:** water stored by or for the benefit of a municipality or governmental entity, for the purpose of providing secondary water service to itself or others, and delivered by the Company to the storage facility of the shareholder entity. The number of Class DD shares the Company has authority to issue is 500 shares.
- J. **Class E Shares:** water held by or for the benefit of a nonprofit water company, water district, or governmental entity, whose primary purpose is providing culinary water service to itself or others, and delivered by the Company to a specific point for distribution through a system owned or controlled by the municipality or governmental entity. The number of Class E shares the Company has authority to issue is 100 shares.
- K. **Class EE Shares:** water stored by or for the benefit of a nonprofit water company, water district, or governmental entity, whose primary purpose is providing culinary water service

to itself or others, and delivered by the Company to the storage facility of the shareholder entity. The number of Class EE shares the Company has authority to issue is 100 shares.

- L. **Class Z Shares:** water held by an entity or person primarily for the benefit of the Great Salt Lake, which entity or person's primary purpose is to manage the Great Salt Lake water levels or other features of the lake and its environment. The number of Class Z shares the Company has authority to issue is 1000 shares.

Each Class may be subject to certain assessments, rules and requirements as determined by the board of directors and the bylaws of the Company. The number of shares may be increased or decreased, and additional classes may be added in a manner provided by law.

Upon the sale or transfer of any Class A, Class AA, Class B, Class BB, Class C, Class CC, Class CW, or Class Z share(s) to or for the benefit of a nonprofit corporation, water district, municipality or governmental entity, or entity who holds the shares for the primary purpose of providing culinary or secondary water service to itself or others, the shares being sold shall automatically convert to Class D or Class DD shares (in the case of secondary water), or to Class E or Class EE shares (in the case of ownership by a culinary water entity).

Shares may be converted to a different share Class in accordance with the provisions in these Articles, the Bylaws of the Company, and as the board of directors may direct. Shares may be issued in consideration of the transfer of water rights or other assets to the Company as the board of directors may approve.

ARTICLE VI

Member Voting Rights

The Company's members are entitled to vote on matters as follows:

- A. Subject to Article VIII below, in the elections of directors to the Company's Board of Directors, only shares identified on the Company's Water Card for the preceding year in a particular District, may vote the owner's shares in the election for the director of that respective District.
- B. Members holding Class A, Class AA, Class B, Class BB, Class C, Class CC, and Class CW shares are entitled to vote on matters pertaining to (a) the Company's organizational structure and these Articles of Incorporation; (b) the sale, transfer, or other conveyance of substantially all the assets of the Company and the operation of the Company's water system to any other entity; and (c) such other matters as the Board of Directors may deem appropriate to place before the members.
- C. Members holding Class A, Class AA, Class B, Class BB, Class D, Class DD, Class E, Class EE, and Class Z shares are entitled to cast one (1) vote for each one (1) share owned and a corresponding fractional vote for each fraction of a share held.

- D. Members holding Class C, Class CC, and Class CW shares are entitled to cast one-quarter (1/4) of one (1) vote for each share held.

In voting concerning shareholder matters, the majority vote of all shares present or represented by proxy, and entitled to vote, at a meeting of the members is required in order to take action on the matter being voted upon, unless otherwise provided for herein or in the duly adopted Bylaws of the Company.

ARTICLE VII
Assessment of Shares

- A. All shares shall be fully assessable for the purpose of paying a share of all lawful obligations, expenses and debt of the Company as determined by the board of directors. Assessments shall be levied and provisions made for the collection of all delinquent assessments as set forth in the bylaws or otherwise determined by the board of directors from time to time.
- B. The amount assessed per share may or may not be equal and pro-rata. Different Classes of shares may or may not be assessed the same. Also, special assessments may be levied on an equitable but unequal basis, at the discretion of the Board of Directors, in situations where expenditures are made or are necessary for purposes that are of benefit to only a part of the shareholders, or where existing or future contracts with the United States, the State of Utah, or any other lending institutions or agencies, or the laws or regulations of such institutions or agencies or other contracting parties, now or hereafter, require unequal assessments, or where unequal assessments are required or permitted by the terms or conditions of any contract between the Company and any of its shareholders.

ARTICLE VIII
Board of Directors

- A. This Company shall be governed by a Board of Directors.
- B. The current Board of Directors shall consist of seven directors. Each director shall be a member of the Company, and shall own at least ten (10) shares in the Company.
- C. The Board of Directors shall contain, at all times, one director owning Class A, Class AA, Class B, or Class BB shares from each of the Company's seven irrigation districts, as set forth in the Bylaws of the Company. The presently constituted directors are as follows:

North Fork Branch District	Richard Miles, 4895 S 5900 W, Hooper, Utah 84315
Muskrat Branch District	Stan Fowers, 5885 S 7100 W, Hooper, Utah 84315

Naisbitt Branch District Alan Spaulding, 6909 W 5900 S, Hooper, Utah 84315
Frew Branch District Theo G. Cox, 5779 S 6300 W, Hooper, Utah 84315
South Branch District John Diamond, 3269 W 1800 N, Clinton, Utah 84015
Taylor Branch District David Favero, 4940 W 2550 S, Ogden, Utah 84401
West Weber Branch District Rex B Hancock, 259 S 4600 W, Ogden, Utah 84404

- D. At the next annual meeting of members following the date when the combined shares of Classes of D, DD, E, EE & Z have reached four thousand (4,000) issued shares, the number of directors will be increased by one (1) to add a director who is an agent for a municipality or governmental entity who owns shares in Class D, DD, E, EE and/or Z.
- E. At the next annual meeting of members following the date when more than eight thousand (8,000) shares of Class C, CC or CW are issued, the number of directors will be increased by one (1) to add a director owning shares in Class C, CC or CW. If no member owns at least ten shares of Class C, CC and/or CW shares, or no member owning at least ten Class C, CC or CW shares is willing or able to serve on the board of directors, then the requirement that each member of the board own at least ten shares may be waived by the board.
- F. In no event shall the Board of Directors consist of more than nine (9) directors—seven from Classes A, AA, B, and/or BB, one from Class C, CC and/or CW, and one from Class D, DD, E, EE, and/or Z, as set forth above. In the event that any addition to the Board of Directors in accordance with this Paragraph results in an even number of directors on the Board, an additional temporary *pro tem* director shall be appointed by the Board. This *pro tem* director shall only vote in the event that the standing directors are evenly split on a specific matter and a tie-breaker is necessary. The *pro tem* director shall serve only during a time when there is an even number of directors on the Board.
- G. The normal term of a directorship is two years. Directors shall serve staggered two-year terms wherein approximately one-half (½) of the directors are elected each year. Directors shall serve until their successors have been elected and qualified, or until death, resignation, or removal.
- H. The Board of Directors shall elect a President, Vice-President, Secretary, and Treasurer as more fully set forth in the Bylaws of the Company.

ARTICLE IX
Registered Agent

The registered agent of the Company is Michelle Pinkston, 5375 South 5500 West, Hooper, UT 84315

ARTICLE X
Registered Office

The location of the registered principal offices of the Company is 5375 South 5500 West, Hooper, UT 84315-0184

ARTICLE XI
Shareholders and Directors Not Liable

Officers, directors and shareholders are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company, and the private property of a director, officer or shareholder of the Company shall not be subject to a debt or obligation of the Company.

ARTICLE XIII
Bylaws

The Board of Directors shall adopt, by a majority vote, appropriate bylaws, rules, regulations, and policies and any amendments thereto that may be necessary for the proper governance of this Company. Bylaws and amendments thereto so approved need not be confirmed by the members.

ARTICLE XIV
Dissolution

In the event of dissolution, each member of the Company shall receive his proportionate share of the Company's property based upon their legal interest as they may appear, after paying or providing for the payment of all debts of the Company.

Pursuant to Chapter 6a of the Utah Uniform Revised Nonprofit Corporation Act, the undersigned hereby declares that these Amended and Restated Articles of Incorporation were recommended by the board of directors and duly adopted by the members of the Company at a duly called and noticed meeting of the members held on the 3rd day of February, 2025. The number of votes cast by the members in favor of the Amended and Restated Articles of Incorporation was sufficient for approval by the members.

DATED this 3rd day of February, 2025.

PRESIDENT:

SECRETARY:

REX HANCOCK

MICHELLE PINKSTON