



**SUMMARY OF CHANGES MADE IN THE UPDATED ARTICLES**  
**Material Changes in ORANGE**

Subject	Amended and Restated Bylaws as of June 18, 1996	Amended and Restated Bylaws as of December 7, 2017
	Pursuant to the provisions of §16-6-50 and §16-6-51 of the Utah Nonprofit Corporation and Co-operative Association Act, the undersigned corporation hereby revokes the original Articles of Incorporation and the Articles of Amendment filed with the Utah State Lt. Governor/Secretary of State on March 15, 1979 and February 17, 1981 respectively and adopts the following Amended and Restated Articles of Incorporation in their place:	Pursuant to the provisions of the Utah Revised Nonprofit Corporation Act, and adopted by the vote of the Board of Directors and by the vote of a requisite majority of voting shareholders, sufficient to approve such adoption at a meeting of the shareholders held January 16, 2018, the undersigned corporation hereby adopts these Second Amended and Restated Articles of Incorporation of Summit Water Distribution Company (the "Articles"), to be effective upon the date of filing with the Utah Division of Corporations, and such Articles shall supersede, amend, and restate in their entirety the Amended and Restated Articles of Incorporation filed with the Utah Division of Corporations and Commercial Code on March 15, 1991, which were effective prior to the adoption of these Articles:
Name	<i>Article I.</i> This non-profit corporation shall be known as the SUMMIT WATER DISTRIBUTION COMPANY.	<i>Article 1.</i> This non-profit corporation shall be known as "SUMMIT WATER DISTRIBUTION COMPANY" (hereinafter referred to as the "Company"). The Company shall be a nonprofit corporation of the State of Utah.
Time of Duration	<i>Article II.</i> This non-profit corporation shall have a perpetual existence unless terminated sooner in a manner provided by law.	<i>Article 2.</i> This non-profit corporation shall have a perpetual existence unless terminated sooner in a manner provided by law.
Purpose and Powers	<i>Article III.</i> The object and purpose of this corporation is not for pecuniary profit, but to promote the general interest and welfare of the shareholders by encouraging, developing, and fostering the installation and operation of a general culinary water system and irrigation system for the use and benefit of the shareholders of the corporation. 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 business of the corporations and the objects, purposes, and	<i>Article 3.</i> The object and purpose of this Company is to develop and manage a general culinary water system and irrigation system for the benefit of the shareholders of the Company and to engage in any lawful act for which a nonprofit corporation may be organized under Utah Code Ann. Title 16, Chapter 6a with respect to a nonprofit corporation that is a "water company" as defined in Section 16-6a-102(56). Without any limitation on the powers conferred upon or permitted to such water companies under Utah Code Ann. Sections 16-6a-302 or 16-6a-303, the Company shall expressly have the powers to:



	<p>powers to be transacted, promoted, exercised, or carried on by it are as follows:</p> <p>(a) To own domestic, culinary, irrigation and stock water, and to store and distribute said water only to the shareholders of the corporation.</p> <p>(b) To acquire water rights by purchase, lease, contract, appropriation, change application, or otherwise.</p> <p>(c) To acquire, hold, and sell real and personal property useful to the carrying on of the corporate business.</p> <p>(d) To own water diversion, distribution, and storage facilities useful to the distribution of its water supply to its shareholders.</p> <p>(e) The corporation shall have the power to make and perform contracts of any kind and description, including contracts with governmental entities for the acquisition of water and water rights, and the use and joint development of wells and other water diversion, distribution and storage facilities, and in carrying on its business, or for the purpose of attaining or furthering any of its objectives: to do any and all acts and things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are not now or hereafter prohibited by law.</p>	<ol style="list-style-type: none"> <li>1. Own municipal, domestic, culinary, snowmaking, irrigation, and stock water, and to store and distribute said water to the shareholders of the Company.</li> <li>2. Acquire water rights by purchase, lease, contract, appropriation, change application, or otherwise.</li> <li>3. Acquire, hold, and sell real and personal property useful to the carrying on of the corporate business.</li> <li>4. To own water diversion, distribution, and storage facilities useful to the distribution of its water supply to its shareholders.</li> <li>5. The Company shall have the power to make and perform contracts of any kind and description, including contracts with governmental entities for the acquisition of water and water rights, and the use and joint development of wells and other water diversion, distribution and storage facilities, and in carrying on its business, or for the purpose of attaining or furthering any of its objectives: to do any and all acts and things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are not now or hereafter prohibited by law.</li> </ol>
<p>Capital Stock</p>	<p><i>Article IV.</i> The limits of the capital stock of the corporation shall be 35,000 shares, which shall each have a par value of One Dollar (\$1.00) per share. The shares shall be divided into four classes of stock: (1) a Class A (development) stock; (2) a Class B (use) stock; (3) a Class C (irrigation) stock, and Class D (snowmaking) stock. Subclasses within each class of stock may be created for purpose of administering the non-prorata assessments authorized under §16-4-24 U.C.A. 1953 and as may be required to meet certain shareholder costs not fairly attributable to all, e.g. Davis and Weber Counties Canal Company assessment and Weber Basin Water Conservancy District contract charges associated with the water rights contributed to Summit.</p> <p>The number, preferences, limitation and relative rights of the shares of each class are:</p>	<p><i>Article 4.</i> The limits of the capital stock of the Company shall be 35,000 shares, which shall have no par value. Fractional shares may be issued. The shares shall be divided into classes of stock: (1) Class A (development) stock; (2) Class B (use) stock; (3) Class C (irrigation) stock; and Class D (snowmaking) stock. The shares of each class shall be assessable as set forth below in this Article and in Article 9, and all shares within a class shall be assessed equitably and in compliance with the requirements of the Share Assessment Act set forth in Title 16, Chapter 4 of the Utah Code, provided that shares may be assessed in an equitable but non-pro-rata manner as needed to reflect certain costs that are not fairly attributable to all shareholders. Upon a dissolution of the Company, assets shall be distributed as set forth in Article 19.</p> <p>The number, preferences, limitation, and relative rights of the shares of each class are:</p>



<p>Class A (Development) Stock</p>	<p>1. Class A (Development) Stock. Fifteen thousand shares of Class A (development) stock may be issued at the rate of one share per acre foot of water upon transfer to the corporation of approved water rights together with a source site from which potable water can be developed. In lieu of conveying a source site to Summit as a condition precedent to the issuance of Class A shares, such developer may produce evidence satisfactory to the Board of Directors of Summit that such developer owns the subject source site free and clear of all liens and encumbrances save only those encumbrances securing repayment of a construction loan obtained for the purpose of developing the diversion works upon such source site. In this regard, if the developer deems it necessary to hold title to the source site for the purpose of creating a security interest in favor of a construction lender, such circumstances in and of themselves shall not preclude the issuance of Class A shares to such developer so long as reasonable assurances are provided to Summit from time to time, and as requested by Summit, that such developer is not in default under the terms of the construction financing and that such developer will be capable of conveying the source site together with completed diversion works to Summit upon completion of the diversion works thereon. Further, upon completion of the diversion works, such Class A shareholder may transfer one source site together with the diversion works to Summit subject to an underlying encumbrance so long as Summit is not required to assume any of the indebtedness originally undertaken by the developer and so long as the developer provides reasonable assurances that the lien on the underlying assets will be satisfied prior to the issuance of Class B shares which are to be supported by such source. Under no circumstances shall Class B shares be issued if the underlying source site and diversion works are encumbered by a lien in favor of a construction lender but, it shall be sufficient to support the issuance of Class B shares if the construction lender shall agree to release, on a pro rata, or partial basis, its security interest in the source site and diversion works to the extent necessary to issue Class B shares free and clear of such lien. Class</p>	<p>1. Class A (Development) Stock. Up to fifteen thousand shares of Class A (development) stock may be issued at the rate of one share per acre foot of water upon transfer to the Company of approved water rights together with a source site from which potable water can be developed. Class A stock issued without the required approved water rights or a source site from which potable water can be developed shall be restricted and hold no voting or conversion rights. Once the Board determines the shareholder has transferred to the Company the approved water rights together with a source site from which potable water can be developed, the Board shall remove the restricted status. Unless otherwise provided by contract, Class A (development) shares shall represent a proportionate but specific interest in the Company's domestic and culinary water, including the contributed source site, source, and source capacity, but no interest whatsoever in the Company's water distribution works, e.g., water diversion facilities, pipelines, water storage facilities, appurtenant works, etc. and shall not entitle the holder thereof to water delivery. Class A shares must be surrendered and converted into Class B shares to obtain water delivery and to obtain an interest in the Company's water distribution works. Class A (development) stock shall be non-assessable, with the exception of (1) those holding costs incurred to maintain the contributed water right in good standing or such other needed or requested work, and (2) any special assessments or contract charges associated with the water rights contributed to the Company.</p>
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Class B (Use) Stock	<p>A (development) shares shall represent a proportionate but specific interest in the corporation's domestic and culinary water, including the contributed source site, source and source capacity, but no interest whatsoever in the corporation's water distribution works, e.g. water diversion facilities, pipelines, water storage facilities, appurtenant works, etc. and shall not entitle the holder thereof to water delivery. Class A shares must be surrendered and converted into Class B shares to obtain water delivery and to obtain an interest in the corporation's water distribution works. Class A (development) stock shall be non-assessable, with the exception of (1) those holding costs incurred to maintain the contributed water right in good standing or such other needed or requested work, and (2) any special assessments or contract charges associated with the water rights contributed to Summit, e.g. Davis and Weber Counties Canal Company stock assessment or Weber Basin Water Conservancy District contract charges.</p> <p>2. Class B (Use) Stock.</p> <p>Fifteen thousand shares of Class B (use) stock may be issued at the rate of one share per acre foot of water upon transfer to the corporation of approved water rights, matching water source, source site and source capacity and all water storage and distribution works as may be required by Summit and the appropriate regulatory entities, e.g. Department of Health, State Engineer, etc. to deliver water to the designated place of use. Class B (use) stock can also be issued, on a one for one basis, upon the surrender of Class A stock provided there is transferred to the corporation at that time all water distribution works necessary and required by Summit to deliver water to the designated place of use under such Class B (use) stock. Class B (use) stock shall represent an actual proportionate ownership interest in the water rights of the corporation, as well as a corresponding interest in the diverting facilities, distribution works and water storage facilities. Class B (use) stock shall have equal voting rights with Class A (development) stock, with each share being entitled to one vote. Class B (use) stock shall be fully assessable in such manner as may be authorized by law and as is specifically provided for in §16-4-24 U.C.A. 1953, as amended.</p>	<p>2. Class B (Use) Stock.</p> <p>Up to fifteen thousand shares of Class B (use) stock may be issued at the rate of one share per acre foot of water upon transfer to the Company of approved water rights, matching water source, source site, and source capacity, and all water storage and distribution works as may be required by the Company and the appropriate regulatory entities, e.g., Department of Health, State Engineer, etc. to deliver water to the designated place of use. Class B (use) stock can also be issued, on a one for one basis, upon the surrender of unrestricted Class A stock, provided there is transferred to the Company at that time all water distribution works necessary and required by the Company to deliver water to the designated place of use under such Class B (use) stock. Class B (use) stock shall represent an actual proportionate ownership interest in the water rights of the Company, as well as a corresponding interest in the diverting facilities, distribution works, and water storage facilities. Class B (use) stock shall have equal voting rights with unrestricted Class A (development) stock, with each share being entitled to one vote. Class B (use) stock shall be fully assessable in such manner as may be authorized by law.</p>
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<p>Class C (Irrigation) Stock</p> <p>Class D (Snowmaking) stock</p>	<p>3. Class C (Irrigation) Stock. Four thousand shares of Class C (irrigation) stock may be issued at a rate of one share per acre foot of water upon transfer to the corporation of approved water rights. Class C (irrigation) stock shall represent water to be used exclusively for irrigation purposes on a separate irrigation, storage and distribution system not necessarily owned or otherwise controlled by the corporation. Class C (irrigation) stock shall be assessable to the extent provided for in the By-Laws, shall be non-voting, and will only represent an actual and proportionate ownership in the water rights or facilities committed to the class of stock and no interest whatsoever in the water rights, diversion facilities, water distribution works or storage facilities under the A, B and D Classes of stock.</p> <p>4. Class D (snowmaking) Stock. One thousand shares of Class D (snowmaking) stock may be issued at a rate to be established in the By-Laws upon transfer to the corporation of approved water rights. Class D (snowmaking) stock shall represent water to be used exclusively for purposes of snowmaking on a separate system not necessarily owned or otherwise controlled by the corporation. Class D (snowmaking) stock shall be assessable to the extent provided for in the By-Laws, non-voting, and will only represent an actual and proportionate ownership in the water rights or facilities committed to this class of stock and no interest whatsoever in the water rights, diversion facilities, water distribution works or storage facilities under the A, B and C Classes of stock.</p>	<p>3. Class C (Irrigation) Stock. <b>Up to</b> four thousand shares of Class C (irrigation) stock may be issued at a rate of one share per acre foot of water upon transfer to the Company of approved water rights. Class C (irrigation) stock shall represent water to be used exclusively for irrigation purposes on a separate irrigation, storage and distribution system not necessarily owned or otherwise controlled by the Company. Class C (irrigation) stock shall be assessable to the extent provided for in the Bylaws, shall be non-voting, and will only represent an actual and proportionate ownership in the water rights or facilities committed to the class of stock and no interest whatsoever in the water rights, diversion facilities, water distribution works, or storage facilities under the A, B and D Classes of stock.</p> <p>4. Class D (snowmaking) Stock. <b>Up to</b> one thousand shares of Class D (snowmaking) stock may be issued <b>at a rate of one share per acre foot of water upon transfer to the Company of approved water rights.</b> Class D (snowmaking) stock shall represent water to be used exclusively for purposes of snowmaking on a separate system not necessarily owned or otherwise controlled by the Company. Class D (snowmaking) stock shall be assessable to the extent provided for in the Bylaws, non-voting, and will only represent an actual and proportionate ownership in the water rights or facilities committed to this class of stock and no interest whatsoever in the water rights, diversion facilities, water distribution works or storage facilities under the A, B, and C Classes of stock.</p>
<p>Membership</p>	<p><i>Article V.</i> The stockholders shall be the members of this corporation, and membership shall be maintained only through the acquisition and holding of stock in the corporation.</p>	<p><i>Article 5.</i> The shareholders shall be the members of this Company, and membership shall be maintained only through the acquisition and holding of shares in the Company.</p>
<p>Board of Directors</p>	<p><i>Article VI.</i> The corporate powers shall be exercised by a board of six (6) Directors to be elected by the shareholders for staggered terms of six (6) years as provided in the By-Laws. The current governing board shall consist of the six (6) directors whose names and addresses are as follows: <u>NAME AND ADDRESS</u></p>	<p><i>Article 7.</i> <b>The corporate powers shall be exercised by a board of no less than three (3) and no more than five (5) directors.</b></p>



	<ol style="list-style-type: none"><li>1) Robert F. Deford, Jr. 2712 Southern Blvd., Suite #100 Virginia Beach, VA 23452</li><li>2) Lawrence B. Robinson 6758 Muirlands Drive La Jolla, CA 92037</li><li>3) Roger J. Sanders 3760 South Highland Dr., #556 Salt Lake City, UT 84106</li><li>4) Lawrence R. Knowles 4201 West Shaw Ave., Suite 104 Fresno, CA 93722</li><li>5) Leon H. Saunders 1899 Longview Drive Salt Lake City, UT 84124</li><li>6) Jerry W. Dearing KIRTON, McCONKIE &amp; POELMAN 60 East South Temple, #1800 Salt Lake City, UT 84111</li></ol>	
Officers	<i>Article VII.</i> The officers of the corporation shall be a President, one or more Vice-Presidents, Secretary and Treasurer, and such other officers as provided for in the By-Laws. Officers shall be elected or appointed at such time, and in such manner, and for such terms as may be prescribed in the By-Laws.	<i>Article 6.</i> Officers shall be elected or appointed at such time, and in such manner, and for such terms as may be prescribed in the Bylaws.
Quorum	<i>Article VIII.</i> A majority 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 quorum so formed shall be valid as a corporate act.	<i>Article 8.</i> A majority of the members of the Board of Directors of the Company shall be necessary to form or constitute a quorum to transact the business and exercise the corporate powers of the Company. Every decision of a majority of the quorum so formed shall be valid as a corporate act, unless otherwise required by these Articles, the Bylaws, or applicable state law.



Powers of Directors	<p><i>Article IX.</i> The Board of Directors shall have the power to adopt such by-laws and rules and regulations not inconsistent with law or with these Articles of Incorporation, as the board shall deem necessary and expedient for the management of the business of the corporation. Such powers shall include the ability to establish late fees on the payment of stock assessments, reconnection fees and such other fees as may be warranted to cover any increased administrative burdens or actual costs suffered by the company as a result of certain actions by some, but not all, shareholders and such fees shall be a part of such shareholder’s annual assessment.</p> <p>The Board of Directors shall have the power to adopt rules and regulations governing water use and shall, in the event of shortage, pro rate the available water so that each shareholder within a class can receive the same quantity of water per share per year as each other shareholder of the same class. Such rules shall be interpreted to treat all shareholders of the same class equally and no rule nor application thereof shall discriminate as between shareholders of the same class. In the event of shortage, water for domestic purposes, without unnecessary waste, shall have preference over water for irrigation uses.</p>	<p><i>Article 9.</i> The Board of Directors shall have the power to adopt such Bylaws and rules and regulations not inconsistent with law or with these Articles, as the board shall deem necessary and expedient for the management of the business of the Company.</p> <p>Such powers shall include the ability to establish assessments in compliance with the Share Assessment Act set forth in Title 16, Chapter 4 of the Utah Code or such other provisions of the Utah Code as may replace such Chapter 4, including assessments with conservation incentives, and fees as may be warranted to cover contingency funds, increased administrative burdens, or actual costs suffered by the company as a result of certain actions by some, but not all, shareholders. All such fees shall be a part of such shareholder’s assessment</p> <p>The Board of Directors shall have the power to adopt rules and regulations governing water use and may in times of shortage or to encourage conservation pro rate the available water so that each shareholder within a class of stock can receive the same quantity of water per share per year as each other shareholder of the same class. Such rules shall be interpreted to treat all shareholders of the same class equitably, and no rule nor application thereof shall discriminate as between shareholders of the same class. Such action by the Board may include a moratorium on new water connections. In the event of a shortage, water for domestic purposes, without unnecessary waste, shall have preference over water for on-system non-domestic uses.</p>
Limitation on Powers	<p><i>Article X.</i> The corporation shall not have the power to issue bonds, borrow money, mortgage its property or sell or transfer any major asset without the unanimous consent of all of its Board of Directors. The corporation shall not have the power to modify the allocation of its source capacity without the unanimous consent of all of its Board of Directors. The ability of the corporation to incur indebtedness pursuant to a guaranty or an assumption of a shareholder’s obligation shall be controlled by the language set forth in Article XIX hereof.</p>	<p><i>Article 10.</i> The Company shall not have the power to issue bonds, borrow in excess of one million dollars, mortgage its property or sell or transfer any water rights, water conveyance systems, reservoirs, buildings or other major assets necessary to the operation of the water system without the unanimous consent of all of its Board of Directors. The Company shall not have the power to modify the allocation of its source capacity without the unanimous consent of all of its Board of Directors. The ability of the Company to incur indebtedness pursuant to a guaranty or an assumption of a shareholder’s obligation shall be controlled by the language set forth in Article 20 hereof.</p>





Removal of Directors and Officers	<p><i>Article XI.</i> Any director of the corporation may be removed from office by the shareholders at any regular meeting of said shareholders, or at a special meeting called for that purpose, by the owners of two-thirds of the voting shares of the capital stock. Any officer may be removed from office by the Board of Directors at any meeting of said board by the vote of a majority of all the directors.</p> <p>Any officer or directors may resign his office by written resignation filed with or mailed to the secretary of the corporation. Any vacancy caused by 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 the board.</p>	
Place of Business	<p><i>Article XII.</i> The principal place of business of the corporation shall be located at Room 205, Silver King Bank, 1650 Park Avenue, P.O. Box 680963, Park City, Utah 84068, but the office may be changed at any time by the governing board through the By-Laws.</p>	<p><i>Article 11.</i> The principal place of business of the Company shall be located at 8506 Bluebird Lane, Park City, Utah 84098, but it may be changed at any time by the Board and as updated with the Company's registration with the Division of Corporations and Commercial Code.</p>
Stock Appurtenant to Land	<p><i>Article XIII.</i> The shares of Class B (use) stock, Class C (irrigation), and Class D (snowmaking) stock of this corporation shall be deemed to be appurtenant to the land described on the stock certificate at such time and in the manner specifically provided for in the By-Laws or Rules and Regulations. Once shares of stock become appurtenant to the land the owner thereof shall not be entitled to separately convey or transfer ownership of its shares off the land without the express written consent of the corporation.</p>	<p><i>Article 12.</i> The shares of Class B (use) stock, Class C (irrigation) stock, and Class D (snowmaking) stock of this Company shall be deemed to be appurtenant to the land as described or shown on the records of the Company and in accordance with these Articles and the Bylaws. Once shares of stock become appurtenant to said land the owner thereof shall not be entitled to use water, separately convey, or transfer ownership of such appurtenant shares from that land without the approval of the Board of Directors and the express written consent of the Company.</p>
Ownership of System		<p><i>Article 13.</i> The Company shall hold the title for and on behalf of its shareholders in accordance with their respective interests in all distribution facilities as provided in the Bylaws.</p>
Dissolution	<p><i>Article XIV.</i> In the event of dissolution of the corporation or condemnation of substantially all of its assets, each shareholder and former shareholder shall receive its proportionate share of the corporation's property and assets, insofar as is practicable</p>	<p><i>Article 19.</i> In the event of dissolution of the Company or condemnation of substantially all of its assets, each shareholder and former shareholder shall receive its proportionate share of the Company's property and assets, insofar as is practicable and</p>





	and as its legal interests may appear, after paying or providing for the payment of all debts and obligations of the corporation.	as its legal interests may appear, after paying or providing for the payment of all debts and obligations of the Company. <i>The shareholders may vote to dissolve the Company pursuant to the requirements of Title 16, Chapter 6a, Part 14 of the Utah Code, upon the adoption of a proposal to dissolve by the Board of Directors and the affirmative vote of shareholders holding two-thirds of the shares counted to establish a quorum by a vote cast in person, by written or electronic ballot, or by proxy at a properly noticed meeting of the shareholders as required by these Articles and the Bylaws of the Company.</i>
Limitations on Obligations	<i>Article XV.</i> The private property of the shareholders of the corporation shall not be liable for any of its debts or obligations.	<i>Article 14.</i> The private property of the shareholders of the Company shall not be liable for any of the Company's debts or obligations.
Notice of Meetings	<i>Article XVI.</i> Notice of annual meeting shall be given. Special meetings and the location thereof may be called by the president or by any two Directors, or by any number of shareholders owning one-fourth or more of the outstanding Class A or B stock of the corporation. Notice of annual and special shareholder meetings may be given by personal delivery or by regular mail to each shareholder at its last known address, as shown on the books of the corporation, mailed at least ten (10) days prior to such meeting. Notice need not be given by publication.	<i>Article 15.</i> <i>Notice of the annual and each special meeting of the shareholders shall be given to each holder of a voting share of record in accordance with the Company's Bylaws at least fifteen (15) days prior to the date of the meeting to which it relates. Special meetings of the shareholders shall be held if called (i) by the President and any one (1) director, (ii) by at least two (2) directors, (iii) by the President at the written request of the shareholders owning 25% of the voting shares of record, or (iv) as otherwise permitted by the Act, for the conduct of such business as shall be specified in the notice and, to the extent not prohibited by law, such other business as shall come before the shareholders at such meeting. Annual and special meetings of the shareholders shall be held in Summit County, Utah. Notice of the meetings of the Board of Directors shall be given in accordance with the Company's Bylaws.</i>
Meetings	<i>Article XVII.</i> Meeting of the Board of Directors shall be held at the time and place set forth in the By-Laws of the corporation, or by resolution of the board. The annual shareholders meeting shall be held in the month of April at the company offices at the Landmark Inn Hotel, Park City, Utah, or such other places as may be designated by the board of Directors.	



Shareholder Quorum Requirements		<i>Article 16.</i> The number of shareholder votes properly cast in person, by written or electronic ballot, or by proxy shall constitute a quorum for action on the matter for which such votes are cast.
Registered Agent	<i>Article XVIII.</i> The registered agent of the corporation is Van J. Martin, Summit Water Distribution Company, Room 205, Silver King Bank, 1650 Park Avenue, P.O. Box 680963, Park City, Utah 84068.	<i>Article 17.</i> The registered agent of the Company is Peter A. Garland, Summit Water Distribution Company, 8506 Bluebird Lane, Park City, Utah 84098.
Authority to Amend	<p><i>Article XIX.</i> The forgoing Amended and Restated Articles of Incorporation were presented to the shareholders for a vote at a meeting of the shareholders on March 14, 1991. A quorum of the members was present at the meeting, and the amendments were adopted by at least two-thirds of the votes cast by the shareholders.</p> <p>The forgoing Amended and Restated Articles of Incorporation shall not be amended again for a period of five (5) years without first receiving approval of five of six members of the Board of Directors and the affirmative vote of two-thirds of the votes cast by the shareholders. In addition, the Amended and Restated By-Laws and Amended Rules and Regulations adopted for the corporation coincident herewith shall not be amended without approval of five of six Board of Directors for the same five (5) year period. After such five (5) year period has elapsed, these Amended and Restated Articles of Incorporation may thereafter be amended by the affirmative vote of two thirds of all shareholders entitled to so vote, except that as to the following identified provision, no amendment shall be made thereto without having also received the vote of five of six directors (or a five-sixth fraction of such directors if the board of directors shall be expanded or decreased as provided herein): The provisions of Article IV pertaining to the assessability of shares of stock in each class identified therein; Article VI, Article X and this Article XIX.</p> <p>IN WITNESS WHEREOF, the undersigned have respectively agreed to those Amended and Restated Articles of Incorporation and to the number of shares of stock previously set forth and have hereunto set their hands and seal this 15th day of March, 1991.</p>	<i>Article 18.</i> These Articles may be amended by the affirmative vote of shareholders holding a majority of the voting shares counted to establish a quorum by a vote cast in person, by written or electronic ballot, or by proxy at a properly noticed meeting of the shareholders as required by these Articles and the Bylaws of the Company.



Indemnification		<i>Article 20.</i> The Company may indemnify the directors, officers, and employees of the Company as provided in the Company's Bylaws.
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