

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
SNAKE CREEK MUTUAL WATER COMPANY
A Non-Profit Mutual Water Company**

THE UNDERSIGNED Corporation hereby amends and restates its Articles of Incorporation, as follows:

FIRST: The name of the Corporation is **SNAKE CREEK MUTUAL WATER COMPANY** (hereinafter the "Corporation")

SECOND: The Articles of Incorporation of the Corporation are hereby amended for the purpose of clarifying and updating various provisions thereof and restated to include previous amendments thereto, whereby said amended and restated Articles of Incorporation shall hereafter read, in their entirety, as follows:

**ARTICLE I
NAME**

The name of the Corporation is SNAKE CREEK MUTUAL WATER COMPANY.

**ARTICLE II
NON-PROFIT**

The Corporation shall be a non-profit corporation.

**ARTICLE III
DURATION**

The corporation shall have perpetual existence unless sooner terminated in the manner provided by law.

**ARTICLE IV
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 Corporation and the objects, purposes and powers to be transacted, promoted, exercised or carried on by it are as follows:

- A. To own domestic and culinary water, and to store and distribute this water on a non-profit basis only to the shareholders or members of the Corporation for use on lands in Snake Creek Canyon, Wasatch County, State of Utah.

- B. To acquire water rights by purchase, lease, contract, appropriation, change application or otherwise.
- C. To acquire, hold and sell real and personal property useful to the carrying on of the corporate business.
- D. To own water diversion, distribution, measurement and storage facilities useful to the distribution of this water supply to its shareholders.
- E. The Corporation shall have the power to make and perform contracts of any kind and description, including contracts with governmental entities for the sale or acquisition of water and water rights and distribution facilities, for the use and development of wells and other water diversion, distribution, measurement and storage facilities.
- F. 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 other powers which a co-partnership or natural person could do and exercise, and which are not now nor hereafter prohibited by law.

ARTICLE V MEMBERS

The shareholders of the Corporation shall be its members, and may be referred to as either shareholders or members.

ARTICLE VI SHARES OF STOCK

A. Issuance of Shares. The Corporation is authorized to issue shares of stock evidencing the shareholders' interest in and the right to use water pursuant to the water rights held in the name of the Corporation on behalf of its shareholders. The aggregate number of shares which the corporation shall be authorized to issue is 1,000 shares, each having a par value of \$1.00. There shall be three classes of common stock in the Corporation, denominated as "Class A", "Class B", and "Class C". Each person owning lots in the K & J1 and K & J2 subdivisions, shall be entitled to hold Class A, B or C stock in the Corporation, at the rate of one (1) share per lot owned, as follows:

1. Class A stock shall be issued to lot owners who have paid the Corporation's then applicable connection fee and capital improvement fee and who have connected to the Corporation's water system.

2. Class B stock shall be issued to lot owners who have paid the Corporation's then applicable capital improvement fee, and who have paid the then applicable connection fee and do not have cabins connected to the Corporation's water system.
3. Class C stock shall be issued to lot owners who have paid the Corporation's then applicable capital improvement fee, and who have not paid the then applicable connection fee and who do not have cabins connected to the Corporation's water system.

B. Appurtenance of Shares. Class A, B and C stock shall be issued for a connection on a specific lot, and shall be deemed to be an appurtenance to said lot. Neither Class A, Class B nor Class C shares shall be separately conveyed or otherwise transferred away from any such lot without the express written approval of the Corporation.

C. Changes Regarding Shares. The capitalization and par value of the shares may be increased or decreased, and additional classes of shares may be added, in the manner provided by law, or in the absence of statute, in the manner prescribed by the shareholders in any regular or special meeting of the shareholders called for that purpose.

D. Use of Water. Shareholders shall have the right, pursuant to their shares, to use water of the Corporation, in the quantity determined by the Board of Trustees of the Corporation and subject to and in accordance with these Articles, the Corporation's by-laws and rules and regulations, and all applicable State drinking water standards for a part-time, single family residential equivalent unit, within the subdivisions hereinabove described, for inside domestic use and incidental irrigation of new trees and shrubs (and not lawns).

ARTICLE VII ASSESSMENT OF SHARES

All shares of stock, including Class A, Class B and Class C shares, issued by the Corporation shall be subject to assessment so as to carry out the various purposes of the Corporation as set forth in these Articles of Incorporation, and such assessments may be levied on other than an equal and pro-rata basis at the discretion of the Board of Trustees, it being the purpose and intent of this provisions that Class B and Class C stock shall be assessed at a lower rate than Class A stock.

ARTICLE VIII DIVIDENDS

No dividends shall be paid by the Corporation.

ARTICLE IX VOTING RIGHTS

With respect to all matters required to be submitted to a vote of the shareholders of the Corporation, the following shall apply:

A. Voting rights. Class A, Class B and Class C shares shall be voting shares. The holders of Class A and class B shares shall be entitled to 3 votes per share, and the holders of Class c shares shall be entitled to 1 vote per share.

B. Quorum. At any meeting of the shareholders, the members present in person or represented by proxy shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy shall be necessary for the adoption of any matter voted on by the members.

ARTICLE X BOARD OF TRUSTEES

A. Composition of the Board. The powers of the Corporation shall be exercised and its affairs managed by a governing board of not less than three (3) nor more than six (6) trustees, referred to herein as "directors", to be elected by the shareholders at the annual meeting to serve a term of two (2) years; the exact number to serve each year may be fixed by the shareholders at the annual meeting.

B. Powers. The Board of Directors shall have the power, in addition to all other powers, express and implied, to promulgate such rules and regulations as it deems necessary or desirable for the operation of the Corporation's water system, including, without limitations, rules and regulations for: (I) pro-ration, in times of shortage, of the available water supply of the Corporation so that each shareholder receives the same quantity of water per share per year as each other shareholder, of the same class; and (II) the assessment of an excess water charge to those who use more water than they are entitled to receive by virtue of their shareholding ownership.

C. Quorum. A majority of the members of the Board of Directors 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 vote of the quorum so formed shall be valid as a corporate act.

ARTICLE XI OFFICERS

The officers of the Corporation shall be elected by the Board of Directors, and shall consist of a president, vice president, and secretary-treasurer, each of whom shall be elected from the membership of the Board of Directors. The secretary-treasurer may be a salaried employee of the Corporation.

**ARTICLE XII
ANNUAL SHAREHOLDERS' MEETING**

The annual shareholder's meeting shall be held after June 1 and not later than August 15 each year, at a time and place designated by the Board of Directors, or at such other date, time and place as may be prescribed by the Board of Directors.

**ARTICLE XIII
SHAREHOLDERS NOT LIABLE**

The private property of the Directors, officers and shareholders of the Corporation shall not be liable for any of its debts or obligations.

**ARTICLE XIV
BY-LAWS AND RULES AND REGULATIONS**

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.

**ARTICLE XV
PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business of the Corporation shall be located at Snake Creek, Utah, but the corporate business may be carried on and branch and transfer offices may be established elsewhere in the State of Utah.

The registered agent of the Corporation as the date hereof is Carter Frazier, 805 South 650 East, Bountiful, Utah 84010.

**ARTICLE XVI
DISSOLUTION**

In the event of dissolution, each member of the Corporation, including former members, shall receive his proportionate share of the Corporation's property and assets based upon patronage insofar as is practicable, and as their legal interests may appear, after paying or providing for the payment of all debts and obligations of the Corporation.

THIRD: The foregoing Amendment to the articles of Incorporation was adopted by the shareholders of the Corporation at the annual meeting held on the 15th day of June, 2000. The total shares of voting stock of the Corporation issued to and held by the shareholders is 205 shares. Shareholders representing a quorum of 140 shares were present or represented by proxy at the meeting, and the foregoing Articles of Amendment were adopted by at least two-thirds (2/3) vote as follows:

Shares voting in favor of the Amendment

271
185 140

Shares voting against the Amendment

0

DATED this 15th day of June 2000

SNAKE CREEK MUTUAL WATER COMPANY

By:

David L. Randall
President

ATTEST:

Florence C. Beal
Secretary

STATE OF UTAH)

:ss.

County of Salt Lake)

David L. Randall and Florence Beal being first duly sworn upon oath depose and say that they are the President and Secretary of Snake Creek Mutual Water Company, that each have signed the foregoing Articles of Amendment to the Articles of Incorporation of Snake Creek Mutual Water Company on behalf of said Corporation, and that said Corporation duly authorized the foregoing Articles of Amendment to the Articles of Incorporation.

David L. Randall
David L. Randall
Florence C. Beal
Florence Beal

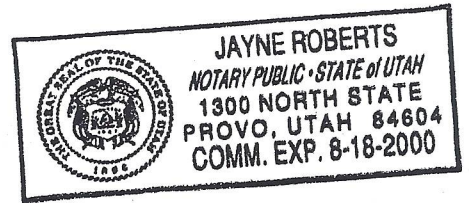
SUBSCRIBED AND SWORN to before me this 18 day of July, 2000

Jayne Roberts
NOTARY PUBLIC

Residing at: Sum. Ut

My Commission Expires:

8-18-2000



ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT

David L. Randall
David L. Randall