

**ARTICLES OF INCORPORATION  
OF THE  
MOAB IRRIGATION COMPANY**

STATE OF UTAH    )  
                                  )        ss  
COUNTY OF GRAND    )

WHEREAS we the undersigned residents of Grand County and State of Utah, and being a majority of individuals owning several rights to the use of all of the waters of Mill Creek in Precinct No. 1 or Moab Precinct in said County and a joint interest in the means of diverting and conveying said water are desirous of forming a corporation for the construction and operation of irrigation ditches and the distribution of water for domestic and irrigation purposes: Therefore under and in pursuance of an Act of the Governor and legislative assembly of the Territory of Utah entitled “An Act Compiling and Amending the Laws Relating to Private Corporations”, approved March 13 A.D. 1884, and all acts amendatory thereof, We the undersigned do hereby mutually agree, certify and declare as follows:

**ARTICLE 1**

The name of the incorporation hereby created shall be Moab Irrigation Company.

**ARTICLE 2**

The time of duration of this incorporation shall be as prescribed by Sec. 2789, Compiled Laws of Utah, A.D. 1888. (see Amendment 2-3-50 to 100 years; see Amendment 1-3-83 Perpetual)

**ARTICLE 3**

The pursuit of business hereby agreed upon is the construction and operation of irrigation ditches and other means of diverting and conveying water and the apportioning and distributing thereof for domestic, irrigation, and other useful purposes as may be prescribed by the by-laws of the corporation and generally to do all business pertaining to or connected with the use of all of the waters of Mill Creek in Moab Precinct, Grand County, Territory of Utah.

**ARTICLE 4**

The principal and general place of business of the Corporation shall be in Moab, Grand County, State of Utah.

## **ARTICLE 5**

It is hereby agreed upon and declared that the limit of the Capital Stock of this corporation shall be Thirty Thousand Dollars divided into fifteen hundred shares at Twenty Dollars each.

## **ARTICLE 6**

The officers of this Corporation shall consist of a Board of Five Directors, A President and Vice-President, a Secretary and Treasurer, each of whom except Secretary and Treasurer, shall be the owner of at least one share of its Capital stock to be eligible to hold office.

## **ARTICLE 7**

The first Directors of this Corporation shall be Arthur A. Taylor, Mons Peterson, John H. Shafer, Leonidas L. Crapo, Oren D. Allen, who shall organize a board by appointing a President and Vice President from amongst their number, and a Secretary and Treasurer, each being a stockholder.

The term of office of all of said officers shall be until the first Monday in January, A.D. 1892, and until their successors are elected and qualified, and thereafter, beginning on said day the Directors shall be annually elected on the fourth Monday in January in each year from among and by the stockholders by ballot at a general meeting of stockholders which may be conducted as prescribed by the by-laws.

## **ARTICLE 8**

The Directors when duly elected shall meet and organize a board by electing one of their number President and one vice President and a Secretary and Treasurer, each of whom except the Secretary and Treasurer, shall be a stockholders, and three of the entire board of directors shall be necessary to form a quorum and be authorized to transact the business and exercise the corporate powers of the Corporation after having duly qualified, and said board or a quorum thereof may appoint or employ all such agents, attorneys and employees as they deem necessary to aid them in the conducting the business of the Corporation, and may make such by-laws, rules and negotiations not inconsistent with this agreement as they may deem necessary, to carry into effect the objects of the Corporation.

## ARTICLE 9

All Directors shall hold their office for 5 years in staggered terms as the by-laws provide. Any officer or director may be removed by a 2/3 vote of the entire stock at any meeting duly called for the purpose.

## ARTICLE 10

Resignation of officers shall be made in writing and shall be filed with the Secretary or President and shall be acted upon at the first meeting of the board held thereafter. All vacancies in office however, occurring, may be filled by appointment by the board or a quorum thereof until the next annual election.

## ARTICLE 11

The private property of the stockholders shall not be liable for the obligations of this corporation.

## ARTICLE 12

Subscriptions to the capital stock of this Corporation may be paid partly in cash and labor and partly by a conveyance in trust to the Corporation of each proposed stockholders right or rights to the use of water from Mill Creek aforesaid as a primary right and of such stockholders interest in ditches and other means of diverting and conveying such water, the fair estimated cash value of the whole of such rights to the use of water and means of diverting and conveying the same being Fifteen Thousand Dollars.

## ARTICLE 13

The names and residences of the subscribers to this agreement and the estimated shares of each of them, in and to the property and rights to property specified in Article Twelve (12) are as follows. To Wit:

<u>Names</u>	<u>Residences</u>	<u>Shares</u>
A.M. Stocks	Moab, Utah	5.000
R.H. Stewart	“	40.000
Oren D. Allen	“	32.000
Mark R. Walker	“	15.000
J.N. Robertson	“	2.250
D.A. Empey	“	25.00
L.L. Crapo	“	10.00

Arthur A. Taylor	“	30.00
Andrew A. Taylor	“	40.00
John Tangren	“	61.250
Relief Lots, O.D. Allen, Agent	“	2.500
Geo. F. Powell	“	1.250
John H. Shafer	“	154.000
Henry Holyoak	“	31.000
Alma Lutz	“	10.000
Chas. Jensen	“	10.000
Geo. H. Wade	“	37.000
H.E. Snyder	“	7.500
Neil Ray	“	8.750
John T. Loveridge	“	30.000
Nephi Spafford	“	16.000
Ervin Wilson	“	24.000
M.H. Darrow	“	17.000
Walter Moore	“	9.500
Mons Peterson	“	45.000

#### **ARTICLE 14**

The subscribers to this agreement hereby agree each with the other and with the Corporation herein contemplated that we will execute and deliver to the said corporation a good and sufficient conveyance, conveying each of our interests as specified in Article Thirteen (13) in and to the property mentioned in Article Twelve (12) and that we will in all respects regard this part of our agreement as a subscription to the capital stock of this corporation and as a payment thereupon for the purpose of incorporation and upon the execution and delivery to the Secretary of the Corporation of such conveyance, the Secretary shall issue to each stockholder a certificate of stock therefore and shall credit him in the stock books of the corporation therewith as a payment of fifty percent of the amount of the capital stock subscribed by him.

#### **ARTICLE 15**

All meetings of the stockholders shall be held and conducted and assessments levied upon the unpaid capital stock, and charges for expense of distributing the water, and repairing ditches and other means of conveying water, made and collected and water apportioned and stock transferred, as may be provided by the by-laws.

The board of directors of the Corporation shall set assessments on all stock owned in the Corporation, as provided by the by-laws.

## ARTICLE 16

The Corporation by its board or a majority vote at an annual meeting may authorize the sale of stock in proportion to interests owned in the property mentioned in Article Twelve (12) of this agreement, and may accept surrender to the Corporation such stock issued which may be in excess of such rights upon such terms as may be just and equitable.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 25<sup>th</sup> day of June, A.D. 1891.

<u>Names</u>	<u>Residences</u>	<u>Amount</u>
(SEAL) A.M. Stocks	Moab, Utah	\$ 100.00
“ R.H. Stewart	“	800.00
“ Oren D. Allen	“	655.00
“ Mark R. Walker	“	300.00
“ J.N. Robertson	“	50.00
“ D.A. Empey	“	500.00
“ L.L. Crapo	“	200.00
“ Arthur A. Taylor	“	600.00
“ Andrew A. Taylor	“	800.00
“ John Tangren	“	1,225.00
“ Relief Lots, O.D. Allen, Agent	“	50.00
“ Geo. F. Powell	“	25.00
“ John H. Shafer	“	3,080.00
“ Henry Holyoak	“	620.00
“ Alma Lutz	“	200.00
“ Chas. Jensen	“	200.00
“ Geo. H. Wade	“	740.00
“ H.E. Snyder	“	150.00
“ Neil Ray	“	175.00
“ John T. Loveridge	“	600.00
“ Nephi Spafford	“	320.00
“ Ervin Wilson	“	480.00
“ M.H. Darrow	“	340.00
“ Walter Moore	“	190.00
“ Mons Peterson	“	900.00

Territory of Utah     )  
  ) ss  
County of Grand     )

John H. Shafer, Henry Holyoak and Oren D. Allen, being first duly sworn, each for himself deposes and says that he is one of the subscribers to the foregoing agreement of Incorporation, that the said subscribers have commenced and are now carrying on the business mentioned in said agreement, and that they verily believe that each party to the said agreement has paid or is able to pay the amount of his stock subscribed.

Affiant further severally say the valuation of property mentioned in the said agreements is a fair estimated cash valuation and in excess of ten percent of the Capital stock.

/S/ John H. Shafer  
/S/ Henry Holyoak  
/S/ Oren D. Allen

Subscribed and sworn to before me this 25th day of June, A.D. 1891  
/S/ Lilliston B. Bartlett  
Probate Judge

TERRITORY OF UTAH     )  
  )     ss  
COUNTY OF GRAND     )

On this 25<sup>th</sup> day of June, A.D. 1891, before me Lilliston B. Bartlett, Probate Judge in and for Grand county, Utah Territory, whose names are subscribed to the foregoing agreement as parties thereto, personally known to me to be the same persons who executed the said agreement, acknowledge to me each for himself, and for the other parties thereto, that they each executed the same freely and voluntarily, for the uses and purposes therein mentioned and set forth.

In witness whereof I have hereunto set my hand at Moab, Grand County, Utah Territory, the day and year above written.

/s/ Lilliston B. Bartlett  
Probate Judge

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Amendment 2-3-50 in Article 2 refers to the Annual Stockholder meeting held on that date – Feb 3, 1950, in which the stockholders thought the Articles of Incorporation were about to expire and wanted to extend the date to 100 years, however upon further study, they found that they did not expire, and no action was taken on that date. As quoted from the minutes of that date – “The purpose of the meeting had been to extend the Articles of Incorporation, but upon investigation it found that this was not necessary inasmuch as the Corporation was formed under the laws which gave it continuous life.”

Amendment 1-3-83 in Article 2 refers to the Annual Stockholder meeting held on that date – Jan. 3, 1983. The stockholders were again concerned about the life of the Articles of Incorporation and passed the following change – “The term for which said Corporation is to exist is perpetual from and after the date of its incorporation, unless sooner dissolved, discontinued or disincorporated according to law.”

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History of Changes -

This copy prepared from a copy typed by Margie M. Shafer, Sec. January 28, 1970 from a photostat copy of record in the Grand County Courthouse and compared with the original minute entry in Moab Irrigation Company records for 1891.

This copy includes changes made, approved and voted on by the stockholders at the Annual Stockholders meeting held in Moab, Utah, on January 2, 1990 at the Grand County Court house. Typed on computer by Carolyn S. Tibbetts, Sec. For Nate B. Knight, Sec. of Moab Irrigation Company on February 12, 1990.

These Articles of Incorporation were registered with the State of Utah on July 6, 1991. Registration number 550085-0140

2/19/2010