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RESTATED ARTICLES OF INCORPORATION WITH
AMENDMENTS FOR A COLORADO NONPROFIT CORPORATION

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned nonprofit corporation adopts the following amended and restated Articles of Incorporation. These articles correctly set forth the provisions of the Articles of Incorporation, as amended, and supersede the original Articles of Incorporation and all amendments thereto.

NCGS

FIRST: The name of the nonprofit corporation is HIGHLAND PARK LATERAL DITCH COMPANY

SECOND: The following amended and restated Articles of Incorporation were adopted on March 9, 2000, in the manner marked with an "X" below:

X A quorum of members was present at such meeting, and the amended and restated Articles of Incorporation received at least two-thirds of the votes which members present of represented by proxy were entitled to cast.

Such amended and restated Articles of Incorporation were adopted by a consent in writing signed by all members entitled to vote with respect thereto.

There are no members, or no members entitled to vote thereon, such amended and restated Articles of Incorporation received a vote of a majority of the directors in office.

ARTICLE I: The name of the nonprofit corporation as amended is HIGHLAND PARK LATERAL DITCH AND DRAINAGE COMPANY

ATTACH A COPY OF YOUR AMENDED AND RESTATED ARTICLES OF INCORPORATION

HIGHLAND PARK LATERAL DITCH AND DRAINAGE COMPANY

Name of Corporation

Signature [Signature]

Its _____ President

Signature [Signature]

Its _____ Secretary

COMPUTER UPDATE COMPLETE
MW

Revised 7/95

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

HIGHLAND PARK LATERAL DITCH CO.
now known as HIGHLAND PARK LATERAL DITCH AND DRAINAGE COMPANY

We, the undersigned board of directors of the Highland Park Lateral Ditch Co., desire to amend and restate the Articles of Incorporation thereof pursuant to the Colorado Nonprofit Corporation Act, as amended, as follows:

ARTICLE I

The name of the corporation shall be HIGHLAND PARK LATERAL DITCH AND DRAINAGE COMPANY.

ARTICLE II

The particular business and object for which this corporation is formed are as follows:

(a) To acquire and own all of the interests in such lateral ditch and to have all title holders of land contained within the service area are as members of this corporation. Such lateral ditch, which shall be referred to herein as the company ditch, to be owned by this corporation takes its supply of water from the Highline Canal at a point immediately East of a point where the Highline Canal intersects the West line of Section 4, T. 1 S., R. 1 E., U.M., and proceeds from this point westerly under the road along said Highline Canal and thence South parallel to and immediately West of the East lines of Sections 5 and 8, Township 1 South, Range 1 East, Ute Meridian, to the East quarter corner of Section 8, and the company ditch has three branches which are described as follows:

(i) Commencing at a point near the Northeast corner of the $SE\frac{1}{4} SE\frac{1}{4}$, Section 5, Township 1 South, Range 1 East, Ute Meridian, thence running West along the North line of the $S\frac{1}{2} SE\frac{1}{4}$, said Section 5, to a point on the Southeast bank of the drain ditch at a point located near the Northwest corner of the $SW\frac{1}{4} SE\frac{1}{4}$, said Section 5.

(ii) Commencing near the Northeast corner of Section 8, Township 1 South, Range 1 East, Ute Meridian, and running thence parallel along the North line of Section 8, a short distance South of the North line of said Section 8 to the Northeast corner of the $W\frac{1}{2} E\frac{1}{2} NE\frac{1}{4} NW\frac{1}{4}$, said Section 8.

(iii) Commencing near the Northeast corner of the SE $\frac{1}{4}$ NE $\frac{1}{4}$, Section 8, Township 1 South, Range 1 East, Ute Meridian, thence to a point approximately 388 feet West of the Northeast corner of the NE $\frac{1}{4}$ NW $\frac{1}{4}$, said Section 8.

(b) To operate, maintain, improve, replace, enlarge and extend such lateral ditch for the purpose of conveying water heretofore and hereafter acquired by the members in this corporation to be used for irrigation and domestic purposes, to lands owned and controlled by the members of this corporation.

(c) To provide drainage for all or part of the service area of the corporation as needed or required.

(d) To exercise all rights of eminent domain as are now or may hereafter be provided by law.

(e) To make assessments on the members of the corporation; to defray and provide for costs of maintenance, construction, replacement, repairs and operation of the company ditch and its facilities, except as hereinafter provided, and to pay any indebtedness or interest thereon contracted, such assessments to be levied as provided in the bylaws of this corporation.

(f) To have and to exercise all general and incidental powers and to do and perform all acts and things which may be necessary or expedient or for the best interests of the corporation pursuant to the purpose heretofore stated.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

Each property owner in the service area shall be entitled to one (1) vote per parcel owned. Cumulative voting shall not be allowed in the election of directors.

ARTICLE V

The annual members' meeting shall be held in the first week of November of each year in the Fruitvale Community, Mesa County, Colorado, at a place and hour designated by the directors of the corporation in the notice of any annual or special meeting.

ARTICLE VI

The board of directors shall have the power to make bylaws and to amend the same by a majority vote at any meeting called for such purpose, and changes will be announced at annual members' meeting.

ARTICLE VII

The corporation will assume responsibility for the upkeep, maintenance and replacement of the company ditch and will repair and maintain all diversion boxes located in such ditch at the date of incorporation of this company. Additional diversion boxes may be placed in the company ditch by the corporation. The cost of any such additional diversion boxes and the expense of construction and installation thereof shall be borne by those directly benefitted by such diversion boxes.

ARTICLE VIII

Except as provided in Article VII, assessments made to raise funds for corporate indebtedness incurred for improving, repairing or maintaining the company ditch or drainage systems shall be by minimum assessment of each member to provide for delivery services of water and for an additional one (1) time assessment and additional assessments upon specified properties owned by members benefitting from drainage efforts of the corporation.

ARTICLE IX

Administration expenses of the corporation shall be levied as provided in the Bylaws of the corporation.

ARTICLE X

This corporation is not organized for pecuniary profit.

ARTICLE XI

The board of directors shall have the authority to amend the existing Bylaws of the corporation in conformance with the Amended and Restated Articles of Incorporation of Highland Park Lateral Ditch and Drainage Company.

IN WITNESS WHEREOF, the board of directors of Highland Park Lateral Ditch Co., certify that the Amended and Restated Articles of Incorporation of Highland Park Lateral Ditch Co., now known as Highland Park Lateral Ditch and Drainage Company, was approved and ratified by the required vote of members, a quorum being duly

constituted, and have made, signed and acknowledged this Amended and Restated Articles of Incorporation this 9th day of March, 2000.

Daniel D. Chapman

Gordon Watson

Jerry L. Harris

[Signature]

Kay R. Blair

Marla L. Mayne

Kimberly DeLoach

Joe Grant

VERIFICATION

STATE OF COLORADO)
) ss.
COUNTY OF MESA)

I, CAREN M. BRUMBAUGH, a notary public, hereby certify that on the 9th day of March, 2000, personally appeared before me DARREL R. CHAPMAN, GORDON WATSON, JERRY L. HARRIS, KEN RICHARDS, KAY R. BLAIR, MARLIN L. MAYNE, KIMBRELL G. ROBERTS and JOE GROUT, who being by me first duly sworn, declared that they were the persons who signed the foregoing document as directors and that the statements therein contained are true.

WITNESS my hand and official seal.

My commission expires: March 3, 2002.

Caren M. Brumbaugh

Notary Public