

ARTICLES OF INCORPORATION
of
HIGHLAND PARK LATERAL DITCH CO.

We, the undersigned, being the owners of more than sixty (60) per cent of the area of land served by a certain lateral ditch taking water of the Palisade Irrigation District from the canal of the Grand Valley Water Users' Association, commonly known as the Highline Canal, in Mesa County, Colorado, desiring to form a body corporate for the purpose of maintenance and operation of such lateral ditch under and by virtue of the laws of the State of Colorado, do hereby make, sign and acknowledge this certificate for that purpose as follows:

ARTICLE I.

The name of this corporation shall be "HIGHLAND PARK LATERAL DITCH CO."

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 issue to the owners of such interests shares of stock in this corporation for their holdings. 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 alongside 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 four branches which are described as follows:

(1) Commencing 160-feet, more or less, North of the East quarter corner of Section 5, Township 1 South, Range 1 East, Ute Meridian, and proceeding East under the road running North and South along the East boundary of said Section 5, and thence running South parallel with and immediately East of the East line of said Section 5 to a point 330 feet, more or less, North of the Northwest corner of the SW $\frac{1}{4}$ SW $\frac{1}{4}$, Section 4, Township 1 South, Range 1 East, Ute Meridian, thence West under the road to a point on the West side of said road.

(2) 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 Northeast corner of the SW $\frac{1}{4}$ SE $\frac{1}{4}$, said Section 5.

(3) 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.

(4) 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 West to the Northeast corner of the SW $\frac{1}{4}$ NE $\frac{1}{4}$, 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 stockholders in this corporation to be used for irrigation and domestic purposes, to lands owned and controlled by the stockholders of this corporation.

(c) To purchase, acquire and own its own outstanding capital stock upon authorization by a two-thirds vote of the outstanding stock of the company, exclusive of the stock to be so acquired, at an annual stockholders' meeting or at a special stockholders' meeting held for that purpose, and to transfer and otherwise dispose of such stock.

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

(e) To make assessments on the capital stock or the stockholders of the corporation or both; 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 including debts incurred for the purchase of its own stock, such assessments to be levied as provided in the by-laws 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 purposes heretofore stated.

ARTICLE III.

Stock may be forfeited to and sold by the corporation for failure of the stockholders to pay assessments duly levied in accordance with the by-laws.

ARTICLE IV.

In the event any stockholder fails to pay any assessment levied on such stockholder or the stock owned by him or her, the corporation may refuse to deliver water to the lands owned by such stockholder until all assessments then due by such stockholder shall be paid in full.

ARTICLE V.

The corporation is to have perpetual existence.

ARTICLE VI.

The capital stock of the corporation shall consist of four hundred (400) shares of common stock, which stock shall be without par value.

ARTICLE VII.

Each share of stock shall be entitled to one vote and shall represent one acre of land owned by a stockholder for which the

stockholder is entitled to irrigation water from the Palisade Irrigation District. A fractional share shall be entitled to a fractional vote of the same amount. Cumulative voting shall not be allowed in the election of directors.

ARTICLE VIII.

The corporation shall have five directors, and the names and addresses of those selected as directors for the first year of corporate existence are:

John W. Drake, Route #1, Grand Junction, Colorado;
Thomas E. Moore, Route #1, Grand Junction, Colorado;
Ersel E. Reid, Route #1, Grand Junction, Colorado;
Albert A. Coleman, Route #1, Grand Junction, Colorado;
Charles H. Lewis, Route #1, Grand Junction, Colorado.

Each director shall hold office for a term of one year, such term to expire at the annual stockholders' meeting next ensuing.

ARTICLE IX.

The annual stockholders' meeting shall be held on the first Monday in 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 X.

The stockholders shall have the power to make by-laws and to amend the same by a majority vote at any meeting called for such purpose.

ARTICLE XI.

The corporation will assume responsibility for the upkeep, maintenance and replacement of the company ditch and will repair and maintain all division boxes located in such ditch at the date of incorporation of this company. Upon, and only upon, a majority vote of the stockholders at a regular meeting, or a special meeting called for such purpose, additional division boxes may be placed in the company ditch by the corporation. The cost of any such additional division boxes and the expense of construction and installation thereof shall be borne by those directly benefited by such division boxes.

ARTICLE XII.

Except as provided in Article XI, assessments made to raise funds for corporate indebtedness incurred for improving, repairing or maintaining the company ditch shall be levied pro rata in the proportion that the number of shares then held by any stockholder bears to the total number of shares then outstanding, regardless of the point on the company ditch where such improvements, repairs or maintenance may have been or are to be made.

ARTICLE XIII.

Administration expenses of the corporation shall be levied as provided in the By-Laws of the corporation.

ARTICLE XIV.

No unissued stock of the corporation shall be issued except upon a vote of the majority of the stockholders at the annual meeting of the corporation or at a special meeting of the stockholders duly called for such purpose.

ARTICLE XV.

This corporation is not organized for pecuniary profit.

IN WITNESS WHEREOF we have made, signed and acknowledged this certificate this 15th day of May, 1951.

Lyman S. Hunt
Raymond C. Taylor
Chauff Lewis
Albert A. Coleman
Wm. Broderson
John W. Drake
J. E. Moore
Leid W. McCoy
George A. McCoy
F. E. Emery
Oliver E. Emery

Priscilla Broderson
Hattie J. Drake
Essie E. Reid
Mary Lee Reid
H. W. Johnson
Irene M. Johnson
Cecilia H. Lewis
Larrah F. Lowe
Edward Lowe
Anna B. Coleman
G. J. Woods

Pearl Woods
 Jessie P. Moore
 Joe Chamberlain
 Marie L. Chamberlain
 Lida M. Caywood
 Joseph E. Caywood
 Thomas M. DuCoy
 Helen R. DuCoy
 William H. Chamberlain
 Estelle H. Chamberlain

STATE OF COLORADO)
 COUNTY OF LESA) ss

I, Donald/James Dufford, a notary public in and for said County in the State aforesaid, do hereby certify that the persons whose names are subscribed to the foregoing Articles of Incorporation, personally known to me, appeared before me this day in person and acknowledged that they signed the said instrument of writing as their free and voluntary act, for the uses and purposes therein set forth.

WITNESS my hand and notarial seal this 15th day of May,, A.D. 1951.
 My commission expires April 20, 1953.



Donald James Dufford
 Notary Public

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ARTICLES OF INCORPORATION

HIGHLAND PARK LATERAL DITCH CO.

RECORDED

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DOMESTIC

FILED in the office of the Secretary of
State, of the State of Colorado, on the
8th day of February

A.D. 1952, at 3:00 o'clock PM

GEORGE J. BAKER,

Secretary of State

Filing Clerk *Suter* Fee

Old Age Pension Fund

54538 258-833

This document has been inspected
and properly Entered on the Re-
cords of The Flat Tax Department.

Date *June 19, 1968* OK

Harris Clerk