

**RESTATED
ARTICLES OF INCORPORATION
REDLANDS MESA WATER USERS INCORPORATED**

The undersigned Directors of Redlands Mesa Water Users Incorporated, adopt these Restated Articles of Incorporation for the incorporation of Redlands Mesa Water Users Incorporated, for the mutual benefit of the shareholders.

Preamble

The Redlands Mesa Water Users Incorporated administers delivery of shareholder irrigation water to Redlands Mesa properties through a series of ditches and metering boxes. The corporation shall have all of the powers provided by the laws of the State of Colorado, and the Board of Directors in the name of this corporation shall exercise the said powers. These Restated Articles of Incorporation of the Redlands Mesa Water Users Incorporated shall supersede and replace all previous Articles of Incorporation in their entirety.

ARTICLE I-CORPORATE NAME

The name of the corporation is Redlands Mesa Water Users Incorporated (hereafter "corporation").

ARTICLE II-DURATION

The duration of the corporation shall be perpetual.

ARTICLE III- OBJECT & PURPOSES

Said Corporation is organized for the purpose of acquiring water rights, ditch rights, reservoir rights and to distribute water to its shareholders; to acquire water rights for exchange purposes and to negotiate and enter into agreements for exchange of water rights of whatsoever kind owned or leased by its shareholders, or owned or leased by this corporation, by proper agreements with the North Fork Water Conservancy District, a Colorado Special District, the United States of America, and any and all other owners of water rights, ditch rights and reservoir rights for the purpose of providing additional irrigation water and domestic water for the use of the shareholders of this corporation; to accept water owned by the Overland Ditch and Reservoir Company or its shareholders and to deliver the same to its rightful owners or users within the service area; to acquire, enlarge and maintain canal and ditch systems and laterals, exclusive of any shareholder diversions, install measuring and regulating devices for the measuring and regulating of irrigation water; to receive water from Leroux Creek and to divert it into ditch or ditches which are a part of this corporation, a general description of which is as follows:

That portion of STULL IRRIGATION DITCH ENLARGEMENT AND EXTENSION described as commencing at the head gate and diversion for said Stull Ditch on the right bank of Leroux Creek at a point where the quarter section corner between Sections 16 and 21, Township 13 South, Range 93 West of the 6th P.M., bears South 31° 30' East 31.5 chains, from the head gate said ditch runs in a general Southwesterly direction crossing over and through Sections 16, 20, and 29, in Township 13 South, Range 93 West to the point where water from said Stull Ditch is diverted to the Lawhead Irrigation Ditch and the Cedar Gulch Irrigation Ditch; and that part of the old Stull Ditch that runs in a Southwesterly direction through Section 32, Township 13 South, Range 93 West of the 6th P.M., and Sections 6, Township 14 South, Range 93 West and Sections 1, 12, and 11, Township 14 South, Range 94 West of the 6th P.M., to its confluence with Lawhead Irrigation Ditch.

All of LAWHEAD IRRIGATION DITCH. The head gate is at the end of the Overland Ditch and commences in the Northeast Quarter, Section 32, Township 13 South, Range 93 West of the 6th P.M.

From the head gate said ditch runs in a general Southwesterly direction crossing over and through Sections 32 and 31, Township 13 South, Range 93 West and also Sections 6, Township 14 South, Range 93 West, and Sections 1, 12, 11 and 14, Township 14 South, Range 94 West of the 6th P.M.

All of CLARK DRAW IRRIGATION DITCH. the sublateral coming off of Lawhead with its head gate in the Northwest Quarter, Section 6, Township 14 South, Range 93 West of the 6th P.M.

From the head gate said ditch runs in a general Southwesterly direction crossing over and through Section 6, Township 14 South, Range 93, West of the 6th P.M., and also Sections 1, 2, and 11, Township 14 South, Range 94 West of the 6th P.M.

All of CEDAR GULCH IRRIGATION DITCH. The head gate is at the end of the Overland Ditch and commences in the Northeast Quarter, Section 32, Township 13 South, Range 93 West of the 6th P.M.

From the head gate said ditch runs in a general Southwesterly direction crossing over and through Sections 32, Township 13 South, Range 93 West and also Sections 5, 6 and 7, Township 14 South, Range 93 West of the 6th P.M.

The ABOVE NAMED AND DESCRIBED IRRIGATION DITCHES AND LATERALS to serve the agricultural area of Redlands Mesa, all located in Townships 13 and 14 South, Ranges 93 and 94 West of the 6th P.M.

ARTICLE IV-CAPITAL STOCK

The capital stock of said corporation shall be divided into two classes, to wit:

Class A stock and Class B (including Class B-1 and B-2) stock:

- (a) Class A stock shall be issued one (1) share only to each member; a member may be an individual, a partnership, a corporation or two or more persons who own property in joint tenancy or as tenants in common. Where a property is owned in joint tenancy or as tenants in common there shall be one (1) share of stock and one (1) vote only. Class A stock shall be issued to the member(s) upon written or oral application made to the President or Vice President and Secretary/Treasurer and upon the payment of the transfer fee. Class A stock is a corporation membership share only. No water allocation is associated with Class A stock and no assessments are made on Class A stock.
- (b) Each owner of Class A stock shall be entitled to purchase non-voting Class B stock.

Class B-1 is commonly known as “Late/Project” water. Class B-1 is ordered water. Actual delivery percentage is determined annually by Leroux Creek Water Users Association and is not guaranteed due to shrinkage loss in ditches.

Class B-2 is commonly known as “Early” water. Delivery of these shares starts at the commencement of irrigation season (typically early April) and concludes when the spill-over/run-off source is exhausted. Delivery is provided automatically without “call.”

The water represented by Classes B-1 and B-2 Stock of this corporation shall be used only in the irrigation of land located upon Redlands Mesa, and it shall never be issued to or owned by any person, firm, or corporation, who or which does not own irrigable land in the area of Redlands Mesa and under the canals or ditches owned or controlled by this corporation, except that such stock may be hypothecated or pledged or assigned as collateral security for loans made to a qualified landowner(s). When land in the area together with Class A Stock and Class B-1 and Class B-2 Stock is the subject of a contract of sale and purchase and (or) an escrow agreement, the certificate for such stock, properly endorsed, shall be held in escrow and shall not be delivered to the purchaser until payment in full. When any such stock is the subject matter of any such contract and (or) escrow agreement, the Secretary of this corporation shall be notified in writing of the name and address of the purchasers described in said contract and (or) escrow agreement.

ARTICLE V-QUORUM

A quorum at any regular or special stockholder’s meetings shall be at least one-third (1/3) of the Class A stock represented in person or by proxy. If such quorum is not present, the meeting shall be adjourned by a majority of those present, provided that such meeting shall not be adjourned for a period to exceed sixty (60) days for any one adjournment, and notice of the adjourned meeting may be given in such manner as the Board of Directors may decide.

ARTICLE VI-DIRECTORS

A Board of Directors, which shall consist of five (5) members, who shall serve a 2-year term and shall manage the business and affairs of the corporation. The Board of Directors shall be elected

at the annual meeting by holders of Class A stock present or by proxy at such meeting and entitled to vote in person or by proxy. All persons who are Board of Directors in this corporation must be stockholders.

ARTICLE VII-BYLAWS

The corporation shall adopt prudent Bylaws for the efficient administration and operation of the corporation not inconsistent with these Restated Articles of Incorporation or applicable state statutes. The Bylaws may be amended at the annual meeting of stockholders, or at a Special Meeting called for that purpose. In each case, one-third (1/3) of the qualified voting stock must be represented in person or by proxy for a quorum. Once a quorum is established, a simple majority is adequate to amend the Bylaws.

ARTICLE VIII- NET EARNINGS, DISSOLUTION AND DISTRIBUTION OF ASSETS

Not less than 85% of the income of the corporation shall be derived from shareholder assessments for the operation, maintenance and repair of the ditches mentioned in Article III hereinabove and administration of the corporation. All income of the corporation shall be used to cover expenses and losses from such activities. Any excess income over such expenses and losses shall be returned to shareholders unless the Board of Directors determines that it is appropriate to retain such excess in income to cover future expenses and losses from such activities. Gains from the sale of any appreciated assets shall be distributed to all persons who were shareholders of the corporation during the period such assets were owned by the corporation in proportion to the shareholder's stock in ownership during such period.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(12) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the winding up and dissolution of the corporation in any manner permitted or required by law, the assets of the corporation shall be distributed to the shareholders in proportion to their ownership of shares of stock in the corporation.

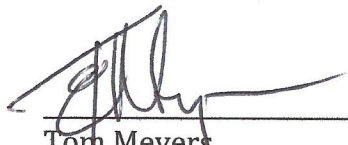
ARTICLE IX-AMENDMENT OF ARTICLES OF INCORPORATION

These Restated Articles of Incorporation may be amended at any annual meeting of the shareholders, or at a special meeting of shareholders called for that purpose, in accordance with the provisions of C.R.S. 7-130-103, as follows:

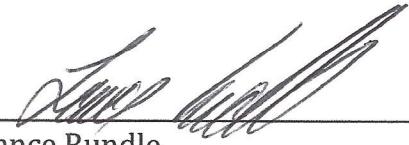
A. Notice of the proposed amendment, by presentation of the full text of the amendment, shall be given to shareholders not less than ten (10) days prior to the date of the meeting at which the amendment is to be considered; and

B. Approval of any amendment to these Restated Articles of Incorporation shall require one-third (1/3) of the qualified voting stock be represented in person or by proxy for a quorum. Once a quorum is established, a simple majority is adequate to amend the Articles of Incorporation.

APPROVED, ADOPTED, AND RESTATED BY THE BOARD OF DIRECTORS AT THE SPECIAL SHAREHOLDERS MEETING HELD ON REDLANDS MESA, HOTCHKISS, COLORADO ON NOVEMBER 29, 2023.



Tom Meyers
President



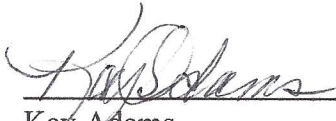
Lance Rundle



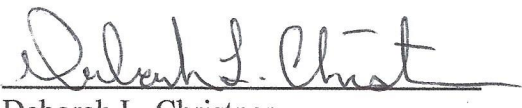
Bryan Klaseen
Vice President



David Whittlesey



Kay Adams



Deborah L. Christner,
Secretary/Treasurer