



# STATE OF COLORADO

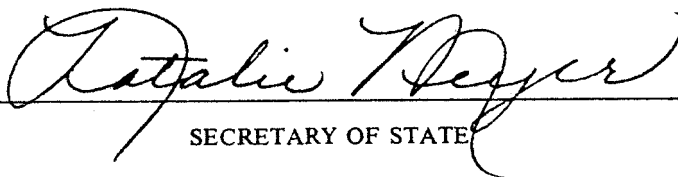
DEPARTMENT OF  
STATE

## CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION TO LOWER SACRAMENTO CREEK RESERVIOR COMPANY, A NONPROFIT CORPORATION.

Dated: JANUARY 20, 1988

  
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SECRETARY OF STATE

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ARTICLES OF INCORPORATION

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JAN 20 1988

SECRETARY OF STATE  
STATE OF COLORADO  
LOWER SACRAMENTO CREEK RESERVIOR COMPANY

STATE OF COLORADO  
DEPARTMENT OF STATE

The undersigned are all natural persons of the age of twenty-one years or more, and desiring to form a corporation, not for profit under and by virtue of CRS 7-24-110, for the objects and purposes herein set forth, do hereby execute, acknowledge and adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of this corporation is Lower Sacramento Creek Reservoir Company.

ARTICLE II

Period of Duration

This corporation shall have perpetual duration.

ARTICLE III

Purposes and Powers

1. To manage, operate and maintain the Lower Sacramento Creek Reservoir No. 1 for the benefit of the Various owners of water rights stored in said reservoir.

2. To administer water rights and water produced by the exercise of those rights to meet the augmentation requirements of the various owners of said water rights.

The owners of the augmentation reservoir and their respective storage amounts and percentage of storage are as follows:

<u>USER</u>	<u>STORAGE OWNED ACRE-FEET</u>	<u>PERCENT OF STORAGE</u>
VALLEY OF THE SUN	13.11	35.43%
FOXTAIL PINES	8.73 10.2	23.59%
THOMAS DEBONIS	1.66	4.49%
VENTURE '73	1.27	3.43%
WIDDOWFIELD	1.16	3.14%
SUN MOUNTAIN	1.75	4.73%
NORTH FORK ASSOCIATES	<u>9.32</u>	<u>25.19%</u>
TOTALS	37.0 A.F.	100.00%

3. To own, buy sell, rent, lease, convey, exchange and generally transact business in water rights, appropriations and priorities therein, franchises, rights-of-way and privileges appertaining to water and water rights; to store said water in reservoirs, basins and other places; to carry, convey and distribute said water either directly, or by way of exchange through and by means of canals, ditches, laterals, pipe lines, conduits, natural streams, vehicular transportation and other devices to replace the consumptive use of water withdrawn by individual wells or central municipal type wells and used by owners of platted lots within a platted subdivision, subdivision developers and owners of other tracts of land including subdivision developments which are downstream from their storage reservoirs and storage and direct flow water rights.

4. To acquire all lands, rights-of-way, ditches, canals, laterals, reservoirs and reservoir sites necessary to the use and operation of said reservoir system and of rights, privileges, franchises, and appropriations connected therewith.

5. To make assessments on its capital stock, to be levied pro rate on the shares of stock payable in money for the purpose of keeping the property of the corporation in good repair and for the payment of any interest indebtedness or interest thereon.

6. The corporation is one which does not contemplate pecuniary gain or profit to the shareholders thereof and is organized for nonprofit purposes, however, its shareholder may be paid for services actually rendered to the corporation.

7. The corporation shall have, enjoy and exercise all of the powers now or hereafter given to corporations not for profit under and by virtue of the laws of the State of Colorado, and shall have, enjoy and exercise all powers necessary or convenient for the advancement of the purposes of the corporation.

#### ARTICLE IV.

##### Registered Office and Agent

The address of the initial registered office of this corporation is 2525 S. Wadsworth Blvd., Suite 306, Denver, CO 80227, and the name of the initial Registered Agent of this Corporation at such address is RONALD K. BLATCHLEY.

#### ARTICLE V.

##### Board of Directors

There shall be not less than three nor more than seven directors of this corporation as shall, from time to time, be fixed by the bylaws of this corporation. The number of directors

constituting the initial Board of Directors of the corporation is seven and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

RONALD K. BLATCHLEY  
2525 S. Wadsworth Blvd.  
Denver, CO 80227

FRANK DINO  
6853 S. Cherry Lane  
Littleton, CO

HOWARD ENGLEBERG  
1540 S. Holly Street, Suite 5  
Denver, CO 80222

THOMAS DEBOIS  
Fairplay, CO 80440

JERRY R. DUNN  
P.O. Box 4426  
Englewood, CO 80155

A.S. WIDDOWFIELD  
4520 Indiana Street  
Golden, CO 80401

CHARLES E. KAUFMAN  
661 Humbolt  
Denver, CO 80128

#### ARTICLE VI.

##### Incorporators

The names of the incorporators of this corporation are:

RONALD K. BLATCHLEY  
2525 S. Wadsworth Blvd.  
Denver, CO 80227

JERRY R. DUNN  
P.O. Box 4426  
Englewood, CO 80155

#### ARTICLE VII.

##### Stock

The aggregate number of shares which the corporation shall have the authority to issue shall be 3,700 common shares at no par value. No cumulative voting shall be allowed.

