INDEX

AMENDED AND RESTATED BYLAWS AND RULES AND REGULATIONS OF BEAVER/ SHINGLE CREEK IRRIGATION COMPANY

Page 1	Article 1, Legal Authority
I uge I	Article 2, Books and records
	1. Books and records
	2. Inspection of records
Page 2	Article 3, Membership, shares
U	1. Membership and shares issuance
	a. ownership evidenced by
	b. Certificates
	c. only shareholders can divert
	2. Class of shares
	a. # of shares, classes, par value, fractional shares
	b. ownership rights
	c. Classes of shares
Page 3	1. Class A shares
	2. Class B shares
	3. Class C shares
	3. Voting rights
Page 4	4. Holders of shares
	5. Transfers of shares
	a. effectuate a transfer of shares
	1. Endorsed doc
	2. Death certificate
	3. Deeds
	4. Any combination
	b. charges and fees
D 5	6. Lost or mutilated certificates
Page 5	7. Leased shares/leased surplus water
	a. Lease date 1. NameOwner
	2. Name Lessee
	3. Certificate # & # shares
	4. Identification of Co. ditch
	5. Terms of agreement
	6. Provision that lessee abide by Co. rules
	7. Other info that may be necessary
	b. full irrigation season lease
	c. no rights to sub lease
	d. only one full share leases
	e. owner responsibility to pay assessment
	f. owner has voting rights
	g. lessee agreement to abide by conditions of delivery
Page 6	h. Co. may lease surplus water
8	8. Rules
	Article 1V, shareholders meetings
	1. Place of meeting
	2. Annual meeting
	3. Special meetings
	4. Notice of meetings
	a. Time & manner of notice
	1. Written, printed, notice and time frame
Page 7	2. Publication & time frame
	3. Emergency meeting

	b. Contents of notice
	5. Record Date
	6. Quorum
	7. Voting at meeting
	a. Shareholder voting list
	b. voting in person or by proxy
Page 8	c. Manner of voting
0	d. votes per share
	e. Voting of shares by fiduciaries
	1. Authorized agent
	2. Shares held by administrator, executor, guardian
	3. Trustee shares
	4. Share standing in name of receiver
	5. Pledged shares
	6. Treasury shares
	f. Inspectors of elections
Page 9	8. Action by written ballot without a meeting
U	a. action at any regular, special
	b. vote of for or against
	c. votes required to approve
	d. all solicitations for votes by written ballot shall:
	1. state % needed for approval
	2. time frame to receive ballot back
	3. written info on matter
	e. written ballot may be revoked by shareholder
	f. action by written ballot same as action at meeting
	g. voting list for written ballot same
	Article V, Board of Directors
	1. #, tenure & qualifications
Page 10	2. General Powers
_	3. Regular meetings
	4. Special meetings
Page 11	5. Action without meetings
	a. voting for action
	b. minimum # of votes
	c. signature of documents
	d. revoke vote in writing
	e. action taken in section 5 same as meeting
	6. Quorum
	7. Manner of acting
	8. Presumption of assent
Page 12	9. Committees
	10. Compensation
	11. Vacancies
	12. Removal of Directors
	13. Resignation
	Article V1, Officers
	1. #, election & terms
Page 13	2. Duties
	a. President
	b. Vice-President
	c. Secretary
	d. Treasurer
	3. Absence or inability to act
	4. Vacancies
Page 14	5. Other Officers

2

	6. Compensation
	7. Fidelity Bonds
	8. Tenure 7 Removal from office
	9. Resignation
	Article V11, Indemnification 1. Indemnification
Page 15	2. Advance of expenses
I age 15	3. Notice to shareholders
	4. In addition to other rights
	Article V111, contracts, loans, checks and drafts
	1. Contracts
	2. Loans
Page 16	3. Checks and drafts
1 450 10	Article 1X, distribution of company water
	1. Exclusive control
	2. Water master
	a. Authority
	b. duties and responsibilities
	1. Water turns head gate settings
	2. Identify devices
	3. Check system
Page 17	4. Monthly meetings
U	5. Written reports
	a. complete log
	b. itemization of devices with shares
	c. list responsible persons with diversion devices
	d. list of people to contact in event of emergency shut off
	e. tables of head gate settings
	c. Appeal of water master decisions
	3. Distribution, Theft of water
	a. distribution
-	b. Theft of water
Page 18	4. Diversions
	a. Title
	1. Company system
	2. Shareholder system
	b. Installation and maintenance
	1. Written approval
	a. set of plans
	b. exact location c. certificate # and # of shares
	d. a map of location, # acres
	e. intended date of installation
	2. Installed in conformance with by-laws
Page 19	3. Convenient access to device
I uge I	4. Hindrance or interfere
	5. Obligations of installer
	6. Work to be done in non-irrigation season, except in emergency
	7. New and replacement device specifications:
	a. type
Page 20	b. approval of device
5	c. gravity flow sprinkler diversions
	d. diversion device which diverts water into pumping system
	8. Must own one share of water to install devise
	9. Hidden devices constitutes theft
	c. Checks, dams and obstructions

	1. No shareholder shall place any dam
	2. Shareholders with dams and checks are responsible
	d. Responsible persons and user information
	1. Responsible person assigned to each diversion
Page 21	a. single shareholder device
1 age 21	b. record of responsible person
	c. No water release from device without responsible person
	being assigned
	2. Each responsible person will provide water user info
	3. Responsible person's obligation to ensure correct water usage
	5. Canal and right-of-way encroachments
	a. No one may construct or install without license
	1. Plans and specifications
Do ao 22	•
Page 22	2. Installation, maintenance, etc
	3. Grantee shall indemnify the co
	b. No drainage substances, materials or debris shall be introduced into system
	c. All people are subject to this paragraph 5 as of this date
	6. Emergency situations
	a. In emergency, company rights
	b. ration water declared shortage
D 00	7. Violations
Page 23	Article X, Change in point of diversion, place of use and nature of use
	1. Requested change within company system
	a. Board consider all of the following:
	1. Are all assessments paid
	2. Is there sufficient excess capacity at new site
	3. Is there sufficient water at prior site
	4. Is there increased maintain costs
	5. Will the changes interfere with rights of Company
	b. Procedure
	1. Written application
	a. name & address
	b. certificate # & # of shares
	c. prior delivery point
Page 24	d. proposed delivery point
- "B"	e. purpose for requested change
	2. Application fee
	3. 50 % approval of both prior and proposed, change of head gate
	4. Applicant shall pay all costsnew delivery point
	5. Applicant shall pay all costsold delivery point
	6. Fees and costs for attorneys, engineers, etc
	7. Applicant shall defend, indemnify company
	8. All fees, special assessments
	2. Request to change outside company system
Page 25	a. Applicable changes
1 age 23	· · · ·
	1. Change in point of diversion
	2. Change in point of use
	3. Change in purpose or nature
	4. Any use that may require a filing of change or exchange application
	b. Evaluation factors
	1. Increased cost to Co.
	2. Interference with Co's ability to distribute or manage water
	3. More water than pro rata share of water right
	4. Impairment of either quality or quantity of water delivered
	5. Will change cause violation in statue
Page 26	6. Will shareholder provide beneficial use at proposed change

	7. Cumulative effects on other shareholders
	c. Change procedure:
	1. Written application
	a. content
	(i) name & address (ii) change quantity
	(ii) change quantity(iii) certificate # & # shares
	(iv) current point of delivery
	(v) proposed point of delivery
	(v) proposed point of derivery (vi) current place of use, legal description of land water
	is to be retired from
	(vii) proposed place of use, legal description
	(viii) proposed nature of use
	(ix) explanation, need and purpose of change
	(x) Class A to Class B
Page 27	b. Request for further info
	2. Notice of Application
	a. notice to other shareholders
	b. written objection to change, notice to attend
	c. Costs to applicant
	d. Payment of all costs and expenses associated with change
	1. Applicant shall pay all costs as billed
	a. administrative
	 b. filing c. administrative and judicial proceedings
	d. all costs related to diversion
Page 28	e. all costs related to re-construction
1 490 20	f. costs of proof of appropriation
	2. All costs and expenses associated with application
	3. Surrender of stock for payment or security
	e. Application agreement
	1. Use outside historical use, shareholder shall:
	a. be and remain a shareholder of Co
	b. continue paying assessments
	2. Subject to limitations to insure no adverse effects to Co
Page 29	3. Shall defend and indemnify
	4. Pay all costs and expenses
	f. Action by Board, 120 days to take action
	 Notify applicant approval or deny
	a. Approved, file change with State
	(i) Letter of assent with conditions
	(ii) each condition clearly set forth
	(iii) applicant shall attach a letter of assent to change
Page 30	(iv) shall pay all costs
_	b. Denied, written notice with brief explanation
	3. reasons for no denial
	g. Accomplishing the change/exchange
	h. Extensions
	i. Notation on shareholders ledger books
	j. Continued beneficial use
	k. Compliance with conditions
Doce 21	1. Retirement of acreage upon proof
Page 31	Article X1, Apportionment of water rights lost by Forfeiture 1. Legal authority
	2. Determination of forfeiture
	2. Determination of fortenare

	a. survey or review shall include:
	1. Review of shares transfer records
	2. Material relative to use
	3. State records
	b. retain experts
	c. identification of non use area
	d. longest non use considered firste. non use after court decree
	f. Shares of corresponding beneficial use
Page 32	3. Notice to shareholders, opportunity for hearing
1 age 52	a. 30 days file written response to board
	1. no response, Board will proceed
	2. Filed response, Board will schedule hearing
	b. Notice of hearing
	c. Final action, cancellation
	4. Cancellation of shares
	a. sufficient numbers of shares
	b. Notice shall be sent to affected shareholder
	c. liability of assessments, debt
Page 33	d. judicial proceedings shall commence within 60 days
	5. Reduction in Delivery Pending Appeal
	Article X11, shares, assessments, fees and charges, collections
	1. Share assessment
	a. Levy of Assessments
	1. Annual regular assessments
	2. Special Assessments
	b. Determination of assessments
	c. Assessment Lien
Page 34	d. Assessment procedure
	1. Send assessment by March 1
	a. written notice of assessment
	b. Delinquencies
	2. No delivery of water
	3. Notice of Delinquency, Individual notice of delinquency and sale,
	publication, time frame
D 25	4. Sale only what's needed
Page 35	5. Public Sale
	a. sale of share
	b. Companies right to purchase
	Sale and assignment of shares c. 30 days redemption if Board buys
	6. Corporate sale affidavits
Page 36	a. Affidavit of assessment
1 age 50	b. Affidavit of sale of shares
	c. Affidavit, Proof of Publication
	2. Fees and charges
	Article X111, Calendar year
	Article X1V, Amendments to By-laws
	Article XV, Savings Clause
	Article XV1, Effective date
Dogo 37	Signaturos

Page 37 Signatures