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Request of MCGHEE ABSTRACT TITLE CO.
Fee Paid. Hazel Taggart Chase,
Recorder, Salt Lake County, Utah
\$ 10.30 By [Signature] Deputy
Book _____ Page 0 Ref. _____

Bl. # 391 PAGE 405

15463

15-464 AGREEMENT OF MERGER OF KEARNS SEWAGE DISPOSAL COMPANY, INC. INTO KEARNS WATER DISTRIBUTING COMPANY, INC. AND ARTICLES OF CONSOLIDATION OF KEARNS WATER DISTRIBUTING COMPANY, INC., HEREAFTER TO BE KNOWN AS KEARNS UTILITIES

Agreement of merger and Articles of Consolidation made and entered into this 15th day of March, 1955, by and between Kearns Water Distributing Company, Inc., a corporation organized and existing under the laws of the State of Utah, party of the first part, and Kearns Sewage Disposal Company, Inc., a corporation organized and existing under the laws of the State of Utah, party of the second part, hereafter called "constituent companies," witnesseth:

WHEREAS, said constituent companies are duly authorized and empowered to merge and consolidate, and by due action of the stockholders of the respective constituent companies it has been deemed advisable and expedient to consolidate said constituent companies by merging Kearns Sewage Disposal Company, Inc. into Kearns Water Distributing Company, Inc. and that such merger and consolidation be effected:

NOW, THEREFORE, in consideration of the premises and of the mutual promises, agreements, covenants, and grants hereinafter contained, it is hereby mutually agreed by and between said constituent companies as follows:

ARTICLE I

Merger

Kearns Sewage Disposal Company, Inc., one of the constituent companies is hereby merged into Kearns Water Distributing Company, Inc., the other constituent company, so as to be a single corporation hereinafter called the "consolidated corporation."

ARTICLE II

Name

The consolidated corporation formerly known as Kearns Water Distributing Company, Inc. shall hereafter be named Kearns Utilities.

ARTICLE III

Objects and Purposes

The object for which said consolidated corporation is formed is the same as the object of each of the constituent companies, namely:

a. To carry on the general business of water distribution and the transaction of all business of every kind or nature incident to and necessary to carrying on said water distributing business for the interest of the consolidated corporation.

b. To carry on the general business of sewage disposal and the transaction of business of every kind or nature incident to and necessary in carrying on said sewage disposal business for the interest of the consolidated corporation.

c. To receive title to, own, construct, acquire, and maintain water distributing and sewage disposal systems and plants and to operate a water distributing and sewage disposal business and transact all and any business incident to and necessary in the carrying out of said business at Kearns, Utah or at any other cities or towns in which it shall desire to carry on such business. To enter into contracts, leases, agreements, with public or private corporations for the purchase or sale of water or water rights, or for the furnishing of sewage disposal facilities; to adopt rules, rates, and regulations and contracts incident to the business of public or private utilities.

d. To purchase, sell, mortgage, hypothecate, pledge, lease, sub-lease, or otherwise acquire, encumber, dispose of and deal in, on its own behalf and as agent or broker for others, all kinds and character of property, real, personal or mixed, and while the owner thereof, to exercise all the rights, powers and privileges of ownership, including in the case of stocks and shares, the right to vote thereon.

e. To borrow and lend money, with or without security and to endorse, or otherwise guarantee, the obligations of others; to issue notes, bonds, debentures and other obligations, negotiable or otherwise, from time to time, and to secure the same by mortgage, pledge, deed or trust or otherwise, on all or any part of the property, rights, or assets of the corporation.

f. To apply for, buy, lease, license, sell, mortgage, pledge or otherwise acquire, dispose of an encumber, patents, permits, rights, licenses, privileges, inventions, trade-marks, trade-names and pending applications therefor, relating to or useful in connection with the purposes of this corporation.

g. To apply for, acquire, accept and carry out the terms and conditions of, and to dispose of, licenses, franchises, and permits pertaining to the business of this corporation.

h. To subscribe for, purchase, or otherwise acquire and hold, with the same right of ownership as may be permitted to natural persons, the shares, stock, bonds, assets and obligations of any other corporation or corporations, and to purchase, sell, own pledge or otherwise acquire and dispose of its own stock, acquired from stockholders or otherwise, provided, however, that purchases of its stock shall be made only out of the surplus or undivided profits of the corporation.

i. Without in any way particularly limiting any of the operations or powers of the corporation, it is hereby expressly declared and provided that this corporation shall have power to issue stocks, bonds, and other obligations in payment of property purchased or acquired by it, or for any other purpose or object in or about its business; to mortgage its property, or any part thereof, and to pledge stocks, bonds, or other obligations, or any property which may be acquired by it; to make and perform contracts of any kind or description incidental, necessary, or proper to carry on the business of this corporation, or for the purpose of attaining or furthering any of its objects; and to do any and all of the acts or things necessary or incidental to its business.

The foregoing clauses shall be construed both as objects and powers, but no recital, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful purposes not inconsistent herewith, are hereby included, and that this corporation shall have any and all other powers necessary or incidental to the carrying on of said business, and each and all of the powers now conferred, or that hereafter may be conferred, by the laws of the State of Utah on private corporations.

ARTICLE IV

Duration

This corporation shall exist for 99 years from the date of this incorporation unless formally dissolved as provided by law.

ARTICLE V

Place of Business

The principal office of said consolidated corporation shall be located at Kearns, County of Salt Lake, State of Utah, or at such other place or places both within and without the State of Utah as the Board of Directors may deem advisable.

ARTICLE VI

Directors

The names and addresses of those who shall be the first directors until the next annual election of directors and until others are chosen in their place are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
SAM JOSEPH	Denver, Colorado
J. W. SWEENEY	Phoenix, Arizona
A. MILLER SAMS	Kearns, Utah

ARTICLE VII

Officers

The officers of the consolidated corporation, who shall hold their offices until their successors are elected or appointed according to law and by the by-laws of the consolidated corporation are as follows:

Sam Joseph	President
A. Miller Sams	Vice-President
J. W. Sweeney	Secretary and Treasurer

ARTICLE VIII

Limit of Stock

The limit of stock of two hundred shares in each of the two constituent companies shall be in total the limits of stock of the consolidated corporation

so that the limit of its stock shall be four hundred shares of which amount two hundred shall be issued as provided in the next succeeding paragraph.

ARTICLE IX

Stockholders

The number of shares of stock which shall be issued as fully paid and non-assessable in the consolidated corporation to which the stockholders in each of the constituent companies shall be entitled shall be as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>
SAM HOFFMAN	48
JACK HOFFMAN	46
ROBERT ROSNER	48
SOL DICHTER	48
SAM JOSEPH	2
J. W. SWEENEY	2
A. MILLER SAMS	2
ROBERT HAAG	2
BERT B. HALL	2

The basis of this issue has been fixed at one share of stock in the consolidated corporation for each share of stock now held in each of the constituent companies.

ARTICLE X

Exchange of Stock

The stockholders of record of said constituent companies shall respectfully be entitled to receive in exchange for and upon surrender of their certificates of stock in such constituent companies, certificates of stock in the consolidated corporation as above provided.

The consolidated corporation shall, without unnecessary delay, issue certificates of stock in such form as may by the Board of Directors be deemed advisable, and such board shall provide and adopt such rules and regulations as may be necessary or proper for the issuing and transfer of the shares of the capital stock of such consolidated corporation.

ARTICLE XIStockholders' Meetings

As all meetings of the stockholders, each share of stock shall be entitled to one vote, either in person or by proxy, and the majority of the outstanding stock shall be necessary to hold a stockholders' meeting. Should a majority not be represented at any regular or stated stockholders' meeting, adjournments may be taken from time to time, without further notice, until a sufficient number of shares are represented to hold such meeting.

Annual Meeting

The first annual meeting of stockholders for the election of officers and the transaction of such other business as may come before said meeting shall be held at the office of the company in Salt Lake City, Utah, on the first Monday in July, 1955 at the hour of ten o'clock A.M., of said day and annually thereafter at the same time and place, provided that failure to hold any such annual meeting shall not affect or change any of the corporate rights of this corporation.

Special Meetings

Special meetings of the stockholders may be called by the President or Vice-President, by any two directors or by any number of stockholders whose holdings shall not be less than one-fifth of the outstanding stock of the corporation.

Notice of such special meeting shall be given by personal notice thereof to each stockholder or by mailing notice to the address of such stockholders to be served by mail, at the last known address of such stockholders, at least ten (10) days prior to the day and hour of said meeting, or by advertisement in a daily newspaper of general circulation, published at Salt Lake City, Utah, for a period of five (5) days prior to the date of the meeting.

Any notice required to be given any stockholder, director or officer of this corporation may be waived by written instrument signed by such stockholder, director or officer.

ARTICLE XII

Officers

The officers of this corporation shall consist of three (3) directors, also a President, a Vice-President and a Secretary and Treasurer, who shall each perform such duties and have such authority as usually pertains to such officers in similar associations, or as may be prescribed by the Board of Directors from time to time, provided that the same person may hold any two of the foregoing offices (excepting that the President shall not also be the Vice-President).

Qualification of Officers

To be qualified, each officer except the Secretary and Treasurer must own in his own right, standing in his own name upon the books of the corporation, at least one share of stock, upon the transfer of all of the stock of any such officer so that such officer becomes ineligible, and upon a tender of such stock to the proper officer for transfer to the name of another, the officer shall thereupon instantly cease to be an officer, and shall have no power to bind this corporation by his act or acts.

Manner of Election

Directors shall be elected by ballot at the annual meeting of the stockholders and the persons receiving the highest number of votes (provided such number shall represent a majority of all votes cast) shall be declared duly elected.

Within ten (10) days after their election the Directors shall meet and elect from among their number a President and Vice-President, and also, but not necessarily from among their number, a Secretary and Treasurer.

Term of Office

The term of office of all directors and officers, except as to first directors and officers, shall be one year. Directors and officers shall hold over until their successors are elected and qualified.

Resignation of Officers

Any officer or director may resign by filing his written resignation with the Secretary of the Company, or in case of the resignation of the Secretary,

with the President or Vice-President of the Company, and upon acceptance thereof by the Board of Directors, the resignation shall become effective. In case the Board of Directors shall neglect to act upon such resignation within five (5) days after its receipt, the resignation shall become effective and the office be deemed vacant.

Removal of Officers

Officers and directors of this corporation may be removed at any time without cause, in the manner provided by the laws of the State of Utah for the removal of such officers and directors, or by a vote of two-thirds of the outstanding stock of the corporation at a meeting duly called for that purpose, as hereinbefore specifically provided.

Vacancies

In case of death, disability or resignation of one or more officers or directors of the Company, the remaining directors or director, although less than a quorum, shall fill the vacancies for the unexpired term or terms

ARTICLE XIII

Board of Directors

A majority of the Board of Directors shall be necessary to constitute a quorum and the majority of such quorum is authorized to transact the business and exercise the corporate powers of the corporation.

Meetings

Meetings of the Board of Directors for the transaction of any business of the corporation may be held at such places either inside or outside of this State as the Directors may by resolution or bylaws provide.

Bylaws

The Board of Directors may, but shall not be required to, adopt Bylaws for the corporation, and may amend and repeal the same from time to time.

Power to Sell Assets and Create Indebtedness

In carrying on the business of the corporation, the Board of Directors is hereby authorized and empowered to sell, exchange, mortgage, lend, or otherwise dispose of, deal with and encumber, any or all of the property of the corporation, upon such and conditions as such Board of Directors may deem just and proper and for the best interests of the corporation without prior authorization or subsequent confirmation by vote of the stockholders or otherwise.

ARTICLE XIVPrivate Property Not Liable for Debts

The private property of the stockholders of this corporation shall not be liable for the debts and obligations of this corporation.

This agreement and these articles shall be executed on the part of each of the constituent companies, by their proper officers, and under their corporate seals, in as many counterparts as such officers may determine, and each such counterpart shall be deemed an original.

IN WITNESS WHEREOF, the constituent companies have caused their respective corporate names to be hereto affixed by their respective presidents, or vice-presidents, and their respective corporate seals to be hereto affixed and attested by their respective secretaries, on this _____
15th day of March, 1955.

ATTEST:

Secretary

KEARNS WATER DISTRIBUTING COMPANY, INC.

by James Joseph
President ✓

ATTEST:

Secretary

KEARNS SEWAGE DISPOSAL COMPANY, INC.

by James Joseph
President ✓

STATE OF ARIZONA)
 : ss
COUNTY OF MARICOPA)

On this 15th day of March, 1955 personally appeared before me J. W. SWEENEY, who being by me duly sworn did say that he is the Secretary of KEARNS WATER DISTRIBUTING COMPANY, INC., and that the foregoing instrument was signed in behalf of said corporation by him and by SAM JOSEPH, its president, by authority of a resolution adopted by its Board of Directors and approved by the stockholders of said corporation and said J. W. SWEENEY acknowledged to me that said corporation executed the same.

Maxwell G. Lindrose
Notary Public
My Commission Expires March 7, 1959

STATE OF ARIZONA)
 : ss
COUNTY OF MARICOPA)

On this 15th day of March, 1955 personally appeared before me J. W. SWEENEY, who being by me duly sworn did say that he is the Secretary of KEARNS SEWAGE DISPOSAL COMPANY, INC. and that the foregoing instrument was signed in behalf of said corporation by him and by SAM JOSEPH, its President, by authority of a resolution adopted by its Board of Directors and approved by the stockholders of said corporation and said J. W. SWEENEY acknowledged to me that said corporation executed the same.

Maxwell G. Lindrose
Notary Public
My Commission Expires March 7, 1959

Endorsed No. 15464 (Agreement of Merger) Filed In
the Clerk's Office April 6, 1955, Salt Lake County,
Alvin Keddington, County Clerk, By Helen Lloyd,
Deputy Clerk.

STATE OF UTAH
COUNTY OF SALT LAKE

ss.

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I, Alvin Keddington, Clerk in and for the County of Salt Lake and Ex-Officio Clerk of the District Court of the Third Judicial District in and for Salt Lake County, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the original.

Certified Copy Agreement of Merger of Kearns Disposal Company, Inc. Into Kearns Water Distributing Company, Inc. and Articles of Consolidation of Kearns Water Distributing Company, Inc. Hereafter to be known as Kearns Utilities.

No. 15464

as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal, this 5th
day of March, A. D. 19 57

ALVIN KEDDINGTON Clerk
By Helen Lloyd Deputy Clerk

DESCRIPTION OF REAL PROPERTY AND EASEMENTS
OF
KEARNS UTILITIES

* * * * *

TRACT NO. 1: (SEWAGE DISPOSAL)

Commencing at the Southwest corner of Section 5, Township 2 South, Range 1 West, Salt Lake Meridian, and running thence East along the South line of Section 5, 660.0 feet; thence North 660.0 feet; thence West 660.0 feet; thence South 660.0 feet to the point of beginning.

TRACT NO. 2: (WATER RESERVOIR)

Beginning at a point on the South line of Section 12, Township 2 South, Range 2 West, Salt Lake Meridian 1320.0 feet East of the Southwest corner of Section 12; thence East along the South line of Section 12, 660.0 feet; thence North 660.0 feet; thence West 660.0 feet; thence South 660.0 feet to the point of beginning. Containing 10.0 acres.

TRACT NO. 3: (OFFICE BUILDING)

Beginning at a point which is North 89 degrees 59' 04" West 1271.85 feet and South 0 degrees 05' 30" West 58.31 feet from the Northeast corner of Section 18, Township 2 South, Range 1 West, Salt Lake Base Meridian and running thence North 89 degrees 54' 30" West 135.0 feet; thence North 0 degrees 05' 30" East 125.0 feet; thence South 89 degrees 54' 30" East 135.0 feet; thence South 0 degrees 05' 30" West 125.0 feet to the point of beginning, containing 0.387 acres.

TRACT NO. 4: (WELL)

A tract of land being a part of the right of way of the Denver and Rio Grande Western Railroad Company (Garfield Branch) and on said tract of land an active water well, fixtures and equipment used in the supply of the Kearns Townsite is at present existing.

A portion of Section 7, Township 2 South, Range 1 West, Salt Lake Meridian, Salt Lake County, State of Utah and more particularly described as follows:

Beginning at a point in the Southwest one quarter of the Southwest one quarter of Section 7, Township 2 South, Range 1 West, Salt Lake Meridian on the West line of Section 7 and 20.0 feet North of the Southwest corner of Section 7; thence North 00 degrees 05' 30" East along said line 228.41 $\frac{1}{2}$ feet to a point on the Southwesterly 100 foot wide right of way line of the said Railroad Company; thence South 38 degrees 14' East along said line 291.95 $\frac{1}{2}$ to a point on a line parallel to and 20 feet north of the South line of Section 7; thence North 89 degrees 59' 04" West along said line 181.94 $\frac{1}{2}$ feet to the point of beginning, containing 0.47 $\frac{1}{2}$ acres.

5. Perpetual easements and rights to enter any property on which utility lines have been laid for the purpose of repairing or replacing said lines within the following described boundaries:

Beginning at a point in the Northwest one quarter (NW 1/4) of the Northwest one quarter (NW 1/4) of Section 12, Township 2 South, Range 2 West, Salt Lake Meridian, at the intersection of the North Section Line of Section 12 and the Northeasterly right-of-way line of the Denver and Rio Grande Western Railroad Company (Garfield Branch right-of-way), said point being 448.15 feet east of the Northwest corner of Section 12; thence South 50 degrees 06' 00" East along said right-of-way line 1135.85 feet to a point on a line parallel to and 1320.0 feet East of the West Section line of Section 12; thence South 00 degrees 01' 40" West along said line 1186.25 feet to a point on a line parallel to and 1914.0 feet South of the North line of Section 12; thence South 89 degrees 58' 20" East along said line 1263.03 feet to a point on the Southwesterly right-of-way line of the Denver and Rio Grande Western Railroad Company (Garfield Branch) right-of-way; thence South 50 degrees 06' 00" East along said right-of-way line 74.45 feet to a point on a line parallel to and 2640.0 feet West of the East section line of Section 12; thence South 0 degrees 09' 31" East along said line 3336.27 feet to the South quarter corner of Section 12; Thence South 89 degrees 59' 04" East along the South lines of Section 12, Township 2 South, Range 2 West, Salt Lake Meridian, and Section 7, Township 2 South, Range 1 West, Salt Lake Meridian, 2963.42 feet to a point on the Northeasterly right-of-way line of the Denver and Rio Grande Western Railroad Company (Garfield Branch) right-of-way; thence in a Southeasterly curved direction along said right-of-way line 3031.5 feet to a point on the East and West one quarter section line of Section 18, Township 2 South, Range 1 West, Salt Lake Meridian; thence North 89 degrees 58' 49" East along said quarter section line 4065.20 feet to a point on the East line of Section 18; thence North 00 degrees 13' 14" West along the East line of Section 18 and the East line of Section 7, 7920.0 feet; thence North 89 degrees 58' 20" West 10,120.10 feet to the point of beginning.

A permanent easement extending on private land from 1700 West Street, Salt Lake County (Redwood Road) to the Jordan River as more completely set forth on a detailed map recorded with the Salt Lake County Recorder as Exhibit "A" attached to a deed recorded in Book 671, Page 625, Salt Lake County Recorder's Office, a copy of which is attached hereto as Exhibit "A".