
Articles of Incorporation

OF THE

**RILLITO WATER USER'S
ASSOCIATION**

ARTICLES OF INCORPORATION
of the
RILLITO WATER USERS' ASSOCIATION.

Know all men by these presents: That we, the undersigned citizens of the County of Pima, Territory of Arizona, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the Territory of Arizona, and to that end and for that purpose, do adopt the following Articles of Incorporation.

ARTICLE I.

The name of the said corporation, and by which it shall be known, is RILLITO WATER USERS' ASSOCIATION.

ARTICLE II.

The names of the incorporators are: G. S. Manzo, John Hewson, J. L. Powell, P. J. Martin, Fred Ronstadt, D. A. Paul, F. O. Benedict, and F. W. Jordan. And others may become members of said corporation by subscribing to these Articles of Incorporation, or a copy thereof, or by the transfer of stock to them in the regular course of the administration of the affairs of the corporation.

ARTICLE III.

The principal place of transacting the business of said corporation shall be at the City of Tucson, County of Pima, Territory of Arizona.

ARTICLE IV.

The general nature of the business proposed to be transacted and carried on by said corporation, and the business for which it is organized are: To acquire, furnish, provide for and distribute to the lands of the holders of shares of stock of said corporation, to which said shares and the rights and interests represented thereby are appurtenant, an adequate supply of water for the irrigation of said lands; to locate, divert, store, develop and pump water, and to sell and distribute the same for irrigation and other beneficial uses and purposes, deriving the same from all available sources of supply by any means adapted to any of the purposes aforesaid; to construct, purchase, lease, condemn, or acquire in any way whatsoever, and own, have, hold, use, sell, transfer, convey, control, maintain and operate irrigation works, structures, telephone systems, electric and other power plants and transmission lines, reservoirs, dams, canals, ditches, flumes, head-gates, pipes and pipe-lines, machinery, wells, pumps, pumping plants and property, both real and personal, of every nature and kind whatsoever, necessary to or appropriate for the accomplishment of any of the business and purposes of this organization; to generate, create, transmit, use, buy and sell power and electrical energy; to act as trustee, agent

or attorney for the sale, disposal and transfer of lands, in order to facilitate the disposal of such lands, or any part thereof, to persons qualified to perfect rights to the use of water, under the laws of the United States and this Territory applicable thereto, and the rules and regulations established thereunder; to borrow money and incur indebtedness floating or bonded, and to contract to pay the same in such manner, and at such time or times, and at such rate of interest as its Board of Directors may deem proper; and to hypothecate, mortgage, bond or pledge, by mortgage, deed of trust or otherwise, all or any part of its property and assets, to secure the payment of such indebtedness or borrowed money, with interest; to create and maintain a sinking fund, as may be provided by the by-laws of said corporation; to acquire, hold and dispose of stock in other corporations, domestic or foreign; to have and exercise all the powers, and to perform any and all acts necessary to or appropriate for the accomplishment of any one or more of the said objects or purposes, or anything incident thereto, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation or its shareholders; and to that end may enter into any contract, agreement or other arrangement with the proper representatives of the United States, or any individual, association of individuals or corporation, for the accomplishment of any of the aforesaid purposes, by means of the construction, acquisition or control of appropriate works or structures, or in any other manner whatsoever; and to have and exercise all the powers, and to perform any and all acts necessary to or appropriate for the accomplishment of any one or more of the said objects or purposes, or anything incident thereto that a natural person might or could have.

The territory within which the lands to be irrigated are situated shall be known as the RILLITO IRRIGATION DISTRICT, and extends from the Pantano Wash in said County of Pima, Arizona, at or near Fort Lowell, in a general westerly direction about twelve miles from Fort Lowell to the confluence of the Rillito and Santa Cruz Rivers, being situated in Townships Thirteen South, Ranges Thirteen and Fourteen East, Gila and Salt River base and meridian; and such other lands as may hereafter be added to such district by vote of a majority of the stock of such corporation.

ARTICLE V.

Sec. 1. The amount of the capital stock of said corporation shall be Three Hundred Thousand (\$300,000) Dollars, divided into ten thousand (10,000) shares of the par value of Thirty (30) Dollars per share. Said stock shall be paid for at the time of issuance, or on call of the Board of Directors, as

the said Board of Directors may determine, or by the sale, transfer or assignment to said corporation of real or personal property, rights and franchises, for the uses and purposes of said corporation. The judgment and determination of the Board of Directors of the value of such real and personal property, rights and franchises, shall, in the absence of actual and intentional fraud, be conclusive, and the stock of said corporation may be issued in payment therefor.

The corporation shall at all times have the first and preferred lien upon all of the shares of stock of its stockholders, and on all dividends declared thereon, for any and all indebtedness of said stockholders to the corporation, and for all assessments levied, and the corporation may refuse to transfer, or permit the transfer of stock of any stockholder on the books of the corporation, until the indebtedness of such stockholder is settled and discharged.

Said corporation may retain any proportion of such stock in its treasury, and may sell or dispose of the same for such price and in such manner as its by-laws may provide.

Sec. 2. Those, and those only, who are, or may hereafter be owners of lands, or occupants of public lands having initiated a right to acquire the same, within the territory described in Article IV of these Articles of Incorporation, or within such extensions thereof as may be made hereafter from time to time, under the powers herein conferred for that purpose, shall be the holders or owners of shares of the capital stock of this corporation. For each acre of such lands shareholders may become the owner of one share of stock of this corporation and no more.

The by-laws of said corporation shall prescribe the qualification for voters, and make reasonable regulations for the registration of voters and the method of holding elections and the manner of declaring the result thereof. At elections each shareholder shall be entitled to one vote for each share of stock owned by him, not, however, to exceed in the aggregate one hundred and sixty votes.

Sec. 3. The ownership of each share of stock of this corporation shall carry, as incident thereto, a right to have delivered to the owner thereof, water by the corporation for the irrigation of the lands to which such share is appurtenant.

Sec. 4. The amount of water so to be delivered to such owner shall be that proportionate part of all stored and developed water, the storage or development of which is or may be effected by this corporation, or by means of works under its control, management or direction, or which may become available for distribution during any irrigating season, as the number of shares owned by him shall bear to the whole number of valid and subsisting shares of the

corporation issued and then outstanding, to be delivered to and upon said lands at such times during such season as he may direct, if the same is then available; provided, however, that the whole amount of water actually delivered during such season shall not exceed the amount necessary for the proper cultivation of said lands.

Sec. 5. The records of the corporation and each and every certificate or other evidence of ownership of shares of stock in the corporation, when issued shall contain a description of the lands to be irrigated, and to which the aforesaid rights and shares shall be perpetually appurtenant; and thereafter all rights, whatever their source, or whatever their manner of acquisition, to the use of water for the irrigation of said lands, shall forever be inseparably appurtenant to said lands, together with the said shares of stock and all rights and interests represented thereby, or existing and accruing by reason thereof; unless such rights shall become forfeited under the provisions of these Articles of Incorporation, or of by-laws adopted in pursuance thereof or by operation of law, or by the voluntary abandonment thereof, by deed, grant or other instrument, or by non-user for the term prescribed by law; but no such abandonment shall be for the benefit of any person designated by such shareholder, directly or indirectly, or to his use, nor confer any right whatsoever upon the holder of any grant, release, waiver, or declaration of abandonment of whatever kind, of such right; provided, however, that if, for any reason, it should at any time become impracticable to beneficially use water for the irrigation of the land to which the right to the use of the same is appurtenant on the said land, the said right may be severed from said land and simultaneously transferred and attached to other lands, to which shares of stock in this corporation are, or are thereby made appurtenant, if a petition for leave to make such transfer, and showing the necessity therefor, shall have first been approved by a two-thirds vote of the Board of Directors at a regular meeting; and all the provisions and agreements hereinbefore in this section contained shall be set forth in the aforesaid certificate or other evidence of the ownership of shares of stock in the corporation, and such certificate or other instrument shall be signed, executed and acknowledged by the President and Secretary of the corporation, and by the person to whom it is issued, in the manner required by law for the execution and acknowledgement of deeds for the conveyance of real estate; and the Board of Directors shall pass by-laws prescribing the form of such certificate or other instrument, not inconsistent with these Articles

Sec. 6. Every transfer of the title to any lands to which the said rights and stock are so appurtenant, whether by grant or by operation of law (except where the land may be subjected, by grant or involuntarily under any law, to an easement, the exercise of which does not interfere with the cultivation of the soil by the servient owner) shall operate, whether it be so expressed in the grant or other means of transfer or not, as a transfer of all rights to the use of water for the irrigation of said lands, and all rights arising from, or incident to the ownership of such stock, and as well the stock itself, to the grantee or successor in title of said lands; and upon presentation to this corporation of proof of any such transfer of land to which such rights are appurtenant, the proper officer shall transfer such stock upon its books to the successor in title to said lands.

Sec. 7. Any transfer, or attempted transfer, of any of the shares of stock of this corporation, made or suffered by the owner thereof, unless simultaneously a transfer of the land to which it is appurtenant is made or suffered, shall be of no force or effect whatsoever, for any purpose, and shall confer no rights of any kind whatsoever on the person or persons to whom such transfer may have been attempted to be made.

ARTICLE VI.

The time of the commencement of this corporation shall be when these Articles are filed for record in the office of the County Recorder of Pima County, Arizona, the county where its principal place of transacting business is to be; and a certified copy thereof is filed in the office of the Territorial Auditor; and the termination thereof shall be twenty-five (25) years thereafter, but may be renewed from time to time, according to law.

ARTICLE VII.

The business affairs of said corporation shall be managed, directed and controlled by a Board of seven (7) Directors, who shall be elected at the regular annual meeting of the stockholders of such corporation, except the members of the first Board, which shall consist of: G. S. Manzo, John Hewson J. L. Powell, P. J. Martin, Fred Ronstadt, D. A. Paul and F. O. Benedict, who are hereby constituted a Board of Directors until the election of Directors at the annual election on the third Wednesday in December, 1909, and until their successors are duly elected and qualified. The annual meeting of the stockholders of said corporation shall be held on the third Wednesday in December in each year, at which meeting Directors shall be elected for the ensuing year. Each Director shall, at the time of his election, be the owner of lands situated within the district to be irrigated, to which shares of stock of this corporation are appurtenant, and a resident of Pima

County, Arizona, and if he should during his term of office cease to be such owner and a resident of Pima County, Arizona, his office shall thereupon, and by reason thereof, become vacant.

Special meetings may be called and held as may be prescribed by the by-laws.

The officers of said corporation shall consist of a President, Vice-President, Secretary and Treasurer, who shall possess the same qualifications as Directors, and such other officers and agents as said Board of Directors may deem expedient; said officers to hold office for the term of one year, and until their successors are elected and qualified, and to perform such duties as are prescribed by these Articles and by the by-laws; provided, however, that said Board of Directors may remove any such officer from office, as provided in the by-laws of said corporation. Said Board of Directors may fill any vacancy or vacancies that may occur in said Board; such Director to hold office until his successor is elected and qualified.

The said Directors shall have full authority to adopt and establish by-laws, to change and amend the same, to provide for the enforcement thereof, to adopt a seal, to prescribe qualifications and duties and compensation of all officers and agents, and to make all rules and regulations deemed expedient for the management of the affairs of said corporation not inconsistent with the Constitution and laws of the United States and the laws of this territory.

Said Board immediately after organizing shall elect the other officers named herein, to serve until the first meeting of the stockholders on the third Wednesday in December, 1909, and until their successors are elected and qualified; and thereafter they shall elect the said officers at the annual meetings of the Board, after the regular annual meeting of the stockholders. Said Board may also appoint or elect an executive committee.

A majority of said Directors shall constitute a quorum, and any meeting of said Board at which a quorum is present shall be deemed a regular meeting and shall have the same power and authority as if the full Board were present.

Said Directors shall have the power to estimate, make and levy all assessments against the shareholders of this corporation, and provide the penalty for a failure to pay the same, to the extent and in the manner authorized by these Articles and regulated and prescribed by the by-laws.

They shall have the power to make, publish and enforce rules and regulations concerning the distribution, use and application of water for irrigation, subject at all times to, and not inconsistent with these Articles, or with the by-laws.

They shall keep, or cause to be kept, a record of its transactions, which shall at all times remain in the office of the corporation, and shall during office hours be open to the inspection of the shareholders, or their properly authorized agents.

They shall hear and determine complaints of shareholders of non-service, or of improper service or distribution of water, or of improper performance of duty by any employee of the corporation relative to the distribution of water.

ARTICLE VIII.

Sec. 1. Revenues necessary for the accomplishment of the purposes of this Association shall be raised by an assessment thereof, from time to time as required, upon and against the shareholders.

Sec. 2. The Board of Directors shall have power to make and enforce necessary by-laws for the making, levying, collecting and enforcing of such assessments.

Sec. 3. Assessments for the ordinary cost of operation, maintenance and repairs of the works of the Association, or of those the maintenance and control of which are or may be hereafter lodged in the Association, shall be equally assessed against all the shareholders, in proportion to the number of shares held by them respectively.

Sec. 4. Assessments for the purpose of constructing or acquiring, or for the betterment, improvement, renewal, replacement or preservation of any works, property or rights of the Association, or for the purpose of preserving or increasing or more efficiently or economically distributing the water supplies available for distribution by the Association, in any contract, agreement or other arrangement with the United States government, or necessary for the accomplishment or carrying out of any of the purposes of the Association, may be equally assessed against all the shareholders, in proportion to the number of shares owned by them respectively.

Sec. 5. Assessments for expenditures for purposes that are of benefit to a part only of the shareholders may be specially assessed in proportion to such benefits against such shareholders; but no expenditure to be provided for, or covered by such special assessment, shall be made, or obligation to spend the same incurred, except upon the petition of the holders of two-thirds of the shares to be so specially benefited thereby.

Sec. 6. Assessments shall become, from time to time as they are made and levied, and until they are paid or otherwise discharged, shall be and remain a lien on the lands of the shareholder against which they are levied, and upon the shares of stock appurtenant to said lands, and all rights and interests represented by such shares. The manner of fixing the lien and enforcing the same shall be prescribed in the by-laws.

ARTICLE IX.

The stockholders and members of this corporation and their private property shall be exempt from liability for corporate debts of this corporation.

ARTICLE X.

The highest amount of indebtedness or liability to which this corporation is at any time to subject itself is the sum of Two Hundred Thousand (200,000) Dollars.

ARTICLE XI.

These Articles of Incorporation may be altered or amended at any regular meeting of the stockholders or at any special meeting expressly called for that purpose, by the affirmative vote of a majority of the issued capital stock, which altered or amended Articles shall be duly recorded and published, as required by law.

In witness whereof we have hereunto set our hands and seals this 27th day of November, A. D. 1909.

G. S. MANZO,
JOHN HEWSON,
J. L. POWELL,
PHILIP J. MARTIN,
FRED RONSTADT,
D. A. PAUL,
F. O. BENEDICT,
F. W. JORDAN.

Territory of Arizona,
County of Pima. ss.

Before me, H. V. Failor, a Notary Public in and for the County of Pima, Territory of Arizona, on this day personally appeared G. S. Manzo, John Hewson, J. L. Powell, P. J. Martin, F. Ronstadt, D. A. Paul, F. O. Benedict, and F. W. Jordan, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 27th day of November, A. D. 1909.

My commission expires January 17, 1911.

H. V. FAILOR,

(seal)

Notary Public.

Territory of Arizona,
County of Pima. ss.

I hereby certify that the within document was filed and recorded by me at the request of W. H. Sawtelle, Dec. 3, A. D. 1909, at 2:20 P. M., in Book 8 of Incorporations, at page 29.

Witness my hand and seal the day and year aforesaid.

(Signed)

BEN HENEY,

County Recorder.

By L. M. SHIBELL, Deputy.