



**Articles**  
**Of**  
**Incorporation**  
**Of The**  
**San Juan River Dineh**  
**Water Users,**  
**Incorporated**

**Amended 12-20-2020**

## ARTICLES OF INCORPORATION

Of the

### San Juan River Dineh Water Users, Incorporation

We, the undersigned enrolled members of the Navajo Nation, all exceeding twenty-one years of age, do hereby act as incorporators of non-profit corporation under the laws of the Navajo Nation and do adopt the following Articles of Incorporation for said Corporation.

#### **ARTICLE I. NAME**

The name of this Corporation shall be San Juan River Dineh Water Users, Incorporated.

#### **ARTICLE II. ORGANIZATION**

This Corporation is organized pursuant to the "Navajo Nation Non-Profit Corporation Act 5NNC Sec. 3301 et.seq.

#### **ARTICLE III. TERM**

The term of duration for the Corporation shall be perpetual, unless dissolved according to law.

#### **ARTICLE IV. MEMBERSHIP**

This Corporation shall have member to include all irrigation water users with agricultural Land Use Permits (LUP) within the Hogback and Fruitland Irrigation Projects. In the future, home site lease holders who wish to have water service can also become members. Land Use Permit holder(s) will be entitled to one vote. Annual business meeting will be scheduled.

#### **ARTICLE V. DIRECTORS**

The corporation shall have a Board of Directors who shall be water users on the Hogback and Fruitland Projects of the San Juan River diversion and canal system democratically elected by said water users at a noticed public meeting.

The number of Directors shall be five (5). The Directors shall be elected from specific areas within the two irrigation projects as noted below.

The names and address of the Board of Director are:

1. **Gadii'ahi Area**  
Arnold Nelson  
PO Box 1318  
Shiprock, NM 87420
2. **Upper Fruitland Area**  
Harold Dodge  
PO Box 884  
Fruitland, NM 87416
- Nenahnezad Area**  
Harold Dodge  
PO Box 884  
Fruitland, NM 87416
3. **Farm Mesa Area I**  
J.C. Begay  
PO Box 1228  
Shiprock, NM 87420

4. **Farm Mesa Area II**

Gary Clark  
PO Box 1141  
Shiprock, NM 87420

5. **San Juan Area/Tse Daa Kaah A&B**  
VACANT

The Directors shall be elected on staggered four (4) years terms. These persons shall serve as directors until their successors are elected and qualified.

**ARTICLE VI. OFFICERS**

The Officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer. The Corporation may pursuant to the By-laws of the Corporation prescribe other officers shall be in accordance with the By-laws of the Corporation. The Board shall elect its officers.

**ARTICLES VII. PURPOSES**

The purpose of the Corporation shall include without limitation those consistent with the following: Agricultural, Horticultural and Educational, including but not limited to the furnishing, supplying and distribution of water beneficial use.

The purpose of the Corporation may include such others as may be adopted by Board of Directors from time to time, which are fully consistent with the purposes allowable pursuant to 5 NNC Sec. 3301 et.seq. and 26 USC Sec. 501c 12.

**ARTICLE VIII. CHARACTER OF AFFAIRS TO BE CONDUCTED**

The Corporation intends to initially to actually conduct the following described affairs in Navajo Indian Country:

1. To construct, operate, lease and maintain dams, diversions, reservoirs, building, wells pumping plants, conduits, canals, pipelines, water systems, ditches, and measuring devices of irrigation systems now in existence or coming into existence in the future known as the Hogback and Fruitland Projects.
2. To manage and administer the delivery of water to irrigation water users for the irrigation of land on the Hogback and Fruitland Projects.
3. To fix, levy and collect from irrigation Water Users charges or assessments associated with the activities of the corporation; to withhold delivery of water or other services from any irrigation water user for unpaid or delinquent water charges or delinquent water charges or assessments in accordance with rules and regulations adopted by the corporation. Irrigation water users will lose their certificates if assessment is not paid.
4. To enter into contracts or agreements incidental to the activities of the corporation for the transaction of its business purposes.
5. To apply for and utilize federal and other funds for irrigation related activities including but not limited to operation and maintenance and facilities.
6. To develop the leadership and technical skill and knowledge of Navajo People necessary to staff, operate and manage programs and services in the area of agriculture.
7. Include farm services.

## **ARTICLE IX. POWERS**

The powers of the corporation are:

1. To have perpetual succession of its corporation name.
2. To enter into and perform contracts, agreements and other transaction of any description including contracts of guaranty, surety ship, and indemnification;
3. To receive, own, possess, administer, invest, deposit, and dispense money and property of any description, individually in its own name, as trustee, or fiduciary, jointly with others, or in any other matter.
4. To borrow money, contract debts, issue bonds, notes, or other obligations and to incur liabilities and to secure any of its obligations by mortgage or other evidences of indebtedness or pledge of all or any of its property or income except for property of income held in trust subject to legal restrictions on hypothecation;
5. To purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire and to own, hold, improve, use and otherwise deal in real or personnel property or any interest therein;
6. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets except for property or income held in trust subject or legal restrictions;
7. To sue and be sued, complain and defend, in its corporate name;
8. To perform any lawful act necessary or desirable to qualify for or participate in any grant, program, benefits or services available under any Navajo or federal or other applicable law or from any other person, organization or agency;
9. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Navajo Nation outside of the Navajo Indian Country;
10. To elect or appoint officers and agents of the Corporation and to define their duties and fix their compensation as allowed by law;
11. To make and alter By-Laws, not consistent with its Articles of Incorporation or with the laws of the Nation, for the Administration and Regulation of the affairs of the Corporation;
12. To make contributions to charitable organizations;
13. To solicit funds;
14. To have and exercise all powers necessary or convenient in the conduct of its business, consistent with the Navajo, Federal or other applicable law to accomplish the purposes of the Corporation;
15. To have a corporation seal, which may be altered at any time, and to use the same by causing it or a facsimile thereof, to be impressed, or affixed in any manner reproduced provided however such seal shall not duplicate or otherwise closely resemble the seals of the Navajo Nation or its entities; and
16. To ceases its corporation activities and surrender its corporate franchise.

## **ARTICLE X. LIABILITY**

No director of the Corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director unless the director has breached or failed to perform the duties of director in compliance with law and the breach or failure to perform constitutes willful misconduct or recklessness.

The Corporation is prohibited from transferring assets in order to avoid claims against the corporate assets resulting from a judgment against the corporation. If a director votes to do so, the immunity provided in this section shall have force or effect as to that director.

The Corporation shall have the power to indemnify any director or officer of the Corporation against reasonable expenses, cost, and attorneys fee actually and reasonably incurred by or her in connection with the defense of any threatened, pending or completed action, suit or proceedings, civil or criminal, administrative or investigative in which he or she is made a party by reason of being or have been a director or officer if he/she acted, or failed to act, in good faith and in manner he/she reasonable believe to be in or not opposed to the best interests of the Corporation. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim but with respect to any criminal action or proceedings, the Corporation shall not pay criminal for which a person is personally liable. The director or officer shall not indemnified if he or she shall be adjudged to be liable on the basis that he or she has breached or failed to perform the duties of the office and the breach or failure constitutes willful misconduct or recklessness.

As used in this section, "Director" means any person who is or was a director of the Corporation and any person who was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of a foreign or domestic corporation or non-profit corporation, cooperative, partnership, joint venture, trust or other incorporated enterprise or employee benefit plan or trust.

#### **ARTICLE XI. LAWS OF THE NAVAJO NATION**

No director, former director, officer or former officer of the Corporation shall receive directly or indirectly any distribution or portion of a distribution of any assets of the Corporation. Upon dissolution the assets of the Corporation shall be distributed in the following order:

1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision made therefore;
2. Assets received and held by the Corporation subject to limitations permitting their use only for specified purposes, but not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be transferred or conveyed to one or more non-profit domestic corporation, non-profit societies or non-profit corporation engaged in activities substantially similar to those of the corporation pursuant to an adopted plan of distribution.
3. Other assets shall be distributed in accordance with the provisions of the Article of Incorporation or the By-laws, but in no event shall director, former director, officer or former office receive directly or indirectly any distribution or portion of a distribution of any assets;
4. Any remaining assets may be distributed to such persons, non-profit societies, non-profit organization of non-profit domestic corporation as may be specified in an adopted plan of distribution; and
5. All distribution shall be made within the purpose set forth in these Articles of Incorporation.

#### **ARTICLES XIV. AMENDMENTS**

These Articles of Incorporation may be altered, amended, or repealed from time to time as is deemed necessary by the board and such actions shall be approved in a regular and/or annual meeting of the Board.

#### **ARTICLE XV. PRINCIPAL OFFICE**

The principal office of the Corporation is at:

Mile Post 24.2 East Hwy 64  
Shiprock, Navajo Nation, New Mexico 87420


**ARTICLE XVI. REGISTERED AGENT**

The registered agent of the Corporation is:

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Martin Duncan  
PO Box 1836  
Shiprock, Navajo Nation, New Mexico 87420  
Signed this 12th day of January 2021

Incorporators are:

  
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Arnold Nelson, President  
PO Box 676  
Shiprock, NM 87420  
Signed this 12th day of January 2021

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J.C. Begay, Vice-President  
PO Box 1228  
Shiprock, NM 87420  
Signed this 12th day of January 2021.

Revised 01/12/2021