

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 24 2000

Bill Jones

Secretary of State



A0547416

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

President: Thomas F. Joyce
Secretary: Marcia L. Stroud
Treasurer: Dorothy E. Heinemann

ENDORSED . FILED
in the office of the Secretary of State
of the State of California

JUN 01 2000

BILL JONES, Secretary of State

The undersigned certify that:

1. They are the president, the secretary, and the treasurer, respectively, of Austin Creek Mutual Water Company, a California corporation.

2. **SECOND ARTICLE:** of the Articles of Incorporation of this corporation is amended to read as follows: The specific and primary purposes for which this Corporation is formed are as follows:

To purchase or otherwise acquire under contract, license or by other lawful means, water for domestic consumption on the lands of the property owners (members) of this corporation and to deliver the same by means of a distribution system of pipes and appurtenant structures at actual cost plus necessary expenses, to the property owners at their respective parcels of land.

THIRD ARTICLE: of the Articles of Incorporation of this corporation is amended to read as follows: The only purpose of this corporation is to acquire water and to distribute the same at actual cost plus necessary expenses to the members of this corporation as outlined above. This corporation shall not distribute any gains, profits or dividends to its members except upon the dissolution of this corporation. This corporation shall not sell, deliver or furnish water to anyone who is not a member of this corporation.

EIGHTH ARTICLE of the Articles of Incorporation of this corporation is amended to read as follows: This corporation is authorized to issue only one class of Certificates of Membership; the total number of certificates which this corporation shall have authority to issue is five hundred (500). The certificates shall be issued upon the basis of one (1) certificate for each parcel of land to be served with water, and shall be appurtenant to said land.

Each one outstanding share shall be converted to one membership.

NINTH ARTICLE of the Articles of Incorporation of this corporation is amended to read as follows: The directors of this corporation may levy and collect from time to time, as in their discretion they may deem advisable, assessments upon all of the members of this corporation at anytime issued and outstanding, provided, however, that such assessments shall be levied for the sole and exclusive purpose of acquiring water and for defraying the necessary expenses of operation and administration of this corporation and for no other purpose. Subject to the foregoing limitations, the directors shall have and enjoy all rights and privileges with reference to such assessments as are fixed, provided and established by law in respect to corporations the directors of which have such power of assessment, provided further, neither any assessment nor the levy thereof shall create any personal liability whatsoever of any member of this corporation.

TENTH ARTICLE of the Articles of Incorporation of this corporation is amended to read as follows: The directors are granted power and authority to fix, levy and collect charges or tolls in such amounts and payable at such times, either before or after delivery of water, as they in their discretion may deem advisable for defraying the necessary costs of water and expenses of operation and administration of this corporation. The directors are also granted power and authority to withhold the delivery of water to any member who is in arrears in his payments of assessments levied against his property or of charges or tolls for water.

ELEVENTH ARTICLE of the Articles of Incorporation of this corporation is amended to read as follows: These Articles of Incorporation may be amended at any time by resolution of the board of directors and the written consent of the members holding at least a majority of the voting powers given either before or after the adoption of the resolution of the board of directors.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by 79 of the 91 outstanding shares. The number of shares voting in favor of the amendment therefore exceeded the majority vote required, or more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 5/30/2000

Thomas F. Joyce

Thomas F. Joyce, President

Marcia L. Stroud

Marcia L. Stroud, Secretary

Dorothy E. Heinemann

Dorothy E. Heinemann, Treas.

Articles of Incorporation : No. C035-8870
Federal ID Number: 68 000 9200

