

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California

MAY 6 1991

MARCH FONG EU, Secretary of State

August Ferro and Reeves C. White certify that:

1. They are the President and the Secretary-Treasurer, respectively, of Crestview Mutual Water Co., a California corporation.
2. The Articles of Incorporation of this corporation shall be amended to add Article Eighth to read as follows:

"EIGHTH: The corporation shall provide indemnity to its Directors and Officers as follows:

(a) The liability of the Directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(b) The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with the agents, vote of members or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the limit set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation or its members.

(c) Any repeal or modification of the foregoing provisions of the Article by the members of the corporation shall not adversely affect any right to protection of an agent of the corporation existing at the time of such repeal or modification."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 2,498.77 shares. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required. The percentage vote required was 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.

Dated: April 25, 1991


August Ferro, President


Reeves C. White
Secretary-Treasurer

243093

ARTICLES OF INCORPORATION

of

CRESTVIEW MUTUAL WATER CO.

FILED
In the office of the Secretary of State
of the State of California

MAR 3 - 1950

FRANK M. JORDAN, Secretary of State

By *[Signature]*
Assistant Secretary of State

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We, the undersigned, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of California, and we do hereby certify:

First: The name of this corporation is

CRESTVIEW MUTUAL WATER CO.

Second: The purposes for which this corporation is

formed are:

To furnish, supply, and distribute water at cost to and for its stockholders for domestic, irrigation, and all other useful purposes in proportion to the number of shares of such stock held by them, respectively, which is the primary business in which the corporation is intended to initially engage.

Third: In carrying out said purposes this corpora-

tion shall have power, among other things:

(a) To acquire, purchase, own, hold, sell, convey, lease, condemn, encumber by deed of trust, mortgage or otherwise, lands, water, water rights, water works, easements, and real and personal property of every kind and description and wheresoever situate, whether within or without the State of California.

(b) To acquire, subscribe for, hold, own, pledge, and otherwise dispose of and vote shares of stock, bonds, and securities of any other corporation, domestic or foreign.

Restriction of right
to amend articles

No
Yes

(c) To construct, operate, and maintain buildings, artesian wells, pumping plants, conduits, tunnels, reservoirs, pipelines, water systems, ditches, electrical transmission lines and pole lines.

(d) To borrow money and to issue bonds, debentures, notes, and evidence of indebtedness, and to secure the payment or performance of its obligations by mortgage, deed of trust, pledge or otherwise.

(e) To engage in, and to pay or contribute to, in whole or part, the cost of conserving storm and other waters, whether acting alone or with others, and regardless of by whom or what agency the work shall be done, maintained or carried on; and to become a member of and/or contribute to the expenses and maintenance of any unincorporated association, cooperative corporation, or public corporation or agency, organized and existing for the purpose (in addition to any others) of conserving waters.

(f) To define and prescribe by by-law, and in the absence thereof, by the Board of Directors, and from time to time change either or both of (a) the district within which delivery of water will be made, and (b) the district within which the water supplied by the corporation shall be used or put to beneficial use; and also to withhold delivery of water from any stockholder because of use of water or threatened use of water without such district.

(g) To become and be a member or shareholder of any non-profit cooperative corporation, or of any unincorporated association or organization supplying to or procuring for its members or shareholders water, electric power, or any commodity, service, or assistance required, desired, or used by the corporation in conducting its own business or affairs.

(h) To levy and collect from the stockholders water tolls and charges, and to withhold delivery of water while any such tolls or charges are delinquent, and to make such tolls and charges a lien against the shares, and to withhold transfer of any shares while subject to the lien of any unpaid tolls or charges.

(1) To enter into any obligations or contracts or to do any acts incidental to the transaction of its business, or expedient for the attainment of the purposes of the corporation.

All the foregoing purposes and powers are subject to the express limitation and condition that the corporation is not formed and does not exist with a view to pecuniary gain or profit to its stockholders, nor does it contemplate pecuniary gain or profit to its stockholders, nor shall the corporation carry on the business of any public utility, nor accumulate funds for the purpose of pecuniary profit; and at all times the corporation shall conduct its business and operate its property as a non-profit cooperative corporation for the exclusive use and benefit of its stockholders and without any profit accruing to them from the business of the corporation.

Fourth: The principal office for the transaction of the business of the corporation shall be located in the County of Ventura, State of California.

Fifth: This corporation is authorized to issue shares of stock, which shall be of one class only, and the total number of shares which may be issued is seven thousand five hundred (7,500), all without par value.

Sixth: The number of directors of this corporation shall be three (3) and the names and addresses of the persons who are appointed to act until the first annual meeting of stockholders, or until the election and qualification of their successors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Edwin Janss, Jr.	Route 1, Box 65, Camarillo, California
William C. Janss	Route 1, Box 65, Camarillo, California
William Worthington	Route 1, Box 336, Camarillo, California

Seventh: Authority is expressly conferred upon the corporation to levy assessments upon and against all of the shares issued by the corporation; and the board of directors shall have power, by majority vote of its members, to levy assessments upon all the issued shares of the corporation, at such time or times, and from time to time, and in such amounts, as shall to them appear necessary or expedient; (provided the assessment levied at any particular time shall be for the same amount against each share then issued and outstanding); and each assessment shall be a lien upon the shares assessed, from the time of the adoption of the resolution levying such assessment until paid, and each stockholder shall be personally liable to the corporation for the amount of each assessment levied against the shares, standing upon the books of the corporation in the name of such stockholder at the time of the adoption of the resolution levying such assessment, which amount may be recovered from the stockholder, by suit or personal action.

In the event of non-payment of any assessment, the corporation may, at its option, either (a) sell and/or forfeit the shares against which the assessment was levied, in the manner now, or as may be hereafter provided by the laws of the State of

California; or (b) by majority vote of its board of directors, collect the assessment by personal action and suit against the stockholder personally liable therefor.

IN WITNESS WHEREOF, we, the undersigned, who are all of the directors herein named, have hereunto set our hands this 27th day of February, 1950.

Edwin Janss, Jr.
(Edwin Janss, Jr.)
William C. Janss
(William C. Janss)
William Worthington
(William Worthington)