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ENDORSED
FILED

in the office of the Secretary of State
of the State of California

AUG 19 1996

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

Bill Jones
BILL JONES Secretary of State

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively of the ASPENDELL MUTUAL WATER COMPANY, a non-profit and mutual California corporation, No. 425418.
2. Article SEVENTH of the Articles of Incorporation currently reads as follows:

Only the true owners of land in said ASPENDELL shall be qualified to become members of the corporation and the authorized number thereof, the different class of membership, if any, the property, voting and other rights and privileges of the members and their liability for dues and assessments, and the method by which the same are to be assessed and collected shall be provided and set forth in the by-laws of the corporation.

Article SEVENTH is amended by adding the following to the original article:

In the event of dissolution of the corporation, all assets, including but not limited to property, both real and otherwise, equipment, money reserves, investments, leases, contracts, etc., shall revert to and be divided equally among the corporation's current members.

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 the required vote of the members.

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: August 14, 1996

Lewis J. McConnell
LEWIS J. McCONNELL, President

Lorin H. Soderwall
LORIN H. SODERWALL, Secretary

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California, this ... DEC 29 1961 ...



Frank M. Jordan
Secretary of State

By *Carter S. Foster*
Assistant Secretary of State

ENDORSED FILED
In the Office of the
Secretary of State
of the State of
California

425418

DEC 29 1961

FRANK M. JORDAN

SECRETARY OF STATE

By James E. Harris,
Deputy

ARTICLES OF INCORPORATION

OF

ASPENDELL MUTUAL WATER COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a non-profit and mutual water corporation under the Corporation Code of the State of California.

AND THAT WE HEREBY CERTIFY:

FIRST: That the name of the corporation is

ASPENDELL MUTUAL WATER COMPANY

SECOND: That the purposes for which the corporation is formed are as follows:

The primary business in which this corporation intends initially to engage is to own, conduct and operate a domestic water system for the sale and distribution of water at cost to certain lands of the members of the corporation situated in the County of Inyo, State of California, and more particularly described as follows:

The SW 1/4 of the NE 1/4; the NW 1/4 of the SE 1/4;
the the NE 1/4 of the SW 1/4 of Section 20, T. 8 South,
Range 31 East, Mt. Diablo B. & M.,

hereinafter for the sake of brevity, referred to as "Aspendell".

That in addition to said primary purpose, the corporation shall have the further general purposes and powers as follows:

To engage in the acquisition of a plant and system to receive and dispose of the sewage, garbage and refuse of the members from their lands in Aspendell at cost;

To engage in the acquisition of hydrants, vehicles and other equipment necessary to furnish and provide adequate protection from fire at cost to the structures of the members situated on Aspendell.

REVISED BY SUBCOM
DEC 30 1967
COMMISSIONERS
OF THE STATE OF
GEORGIA
IN THE MATTER OF THE

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ARTICLE OF INCORPORATION

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To purchase, exchange, appropriate or otherwise acquire, take, hold and own and to sell, mortgage, lease or otherwise dispose of water rights and water supplies, together with the necessary pipe lines, reservoirs, dams, ditches and appurtenances useful or necessary, in the judgment of the officers of this corporation, for its own business, and to manage, operate, maintain, improve, extend or develop such water supplies.

To purchase, own, hold, lease from others and otherwise acquire lands, tenements and hereditaments, with full power to sell, convey, transfer, exchange and let the same or any part thereof and to mortgage, hypothecate or in any manner encumber any property of the corporation, or to convey the same or any part thereof in trust to secure any indebtedness of the corporation either primary or secondary; to reclaim, drain, irrigate, sell water for irrigation purposes.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account or deal with all or any part of the property of the company, and from time to time to vary any investment or employment of capital of the company.

To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind and description.

To the same extent as natural persons might or could do to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property; and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

by the by-laws of the corporation, but there shall never be less
than three offices of director. The directors shall elect such
officers as they from time to time deem necessary and as they by
enactment of by-laws may provide.

SIXTH: Water shall be sold, distributed or delivered by
the corporation only to owners of its memberships and each such
membership shall be appurtenant to that portion or parcel of said
ASPENDELL as is described in each membership certificate issued
by the corporation. The corporation shall after issuing each such
membership certificate cause the same to be recorded in the office
of the recorder of Inyo County and shall also record there a certi-
fied copy of these articles, all as provided in Sections 330.24 and
330.26 of the Civil Code.

SEVENTH: Only the true owners of land in said ASPENDELL
shall be qualified to become members of the corporation and the
authorized number thereof, the different classes of membership, if
any, the property, voting and other rights and privileges of the
members and their liability for dues and assessments, and the method
by which the same are to be assessed and collected shall be provided
and set forth in the by-laws of the corporation.

IN WITNESS WHEREOF, we, the incorporators and the persons
above named as directors, have hereunto set our hands and seals
this 29th day of September, 1961.

E.L. Scherer

E. L. Scherer

Charles Scherer

Charles Scherer, Jr.

Gordon Holmes

Gordon Holmes

State of California,)
 (ss.
County of Los Angeles.)

On September _____, 1961, before me, the undersigned,
a Notary Public in and for said County and State, personally
appeared E. L. SCHERER, CHARLES SCHERER, JR. and GORDON HOLMES,
known to me to be the persons whose names are subscribed to the
within instrument and acknowledged that they execute the same.

WITNESS my hand and official seal.

John A. Fleming
JOHN A. FLEMING
Notary Public in and for said
County and State