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

MAY 29 1992

RESTATED ARTICLES OF INCORPORATION
OF
REDWOOD MUTUAL WATER COMPANY

March Fong Eu
MARCH FONG EU, Secretary of State

TOM SUMMER and ROBERT CORNELIUS certify that:

1. They are the President and Secretary, respectively, of Redwood Mutual Water Company, a California nonprofit mutual benefit corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I - NAME

The name of this corporation is Redwood Mutual Water Company.

ARTICLE II - ELECTION

This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.

ARTICLE III - PURPOSE

This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such Law.

ARTICLE IV - ADDITIONAL PURPOSES

A. The specific and primary purpose of this corporation is to engage in the business of selling, distributing, supplying or delivering water for domestic and/or commercial consumption to its members at actual cost plus necessary expenses, except as otherwise required or permitted by law.

B. Additional purposes this corporation is to engage in include developing, acquiring, maintaining and operating a water system, roads, and recreational facilities in and for the subdivisions of all those certain tracts of land in the Counties of Santa Cruz and Santa Clara, State of California, described as follows:

FIRST: The North half of the North East Quarter and the South East Quarter of the North East Quarter of Section 17, and the South East Quarter of the South East Quarter of Section 8 and the South West Quarter of the South West Quarter of Section 9, and the North West Quarter of the North West Quarter of Section 16, and all that part of the South West Quarter of the North West Quarter of Section 16, that lies North and West of the center line of the cove called the Casey Gulch, all in Township 9 South of Range 1 West, Mt. Diablo Base and Meridian.

SECOND: The North East Quarter of the South East Quarter of Section 17 in Township 9 South of Range 1 West, Mt. Diablo Base and Meridian.

THIRD: COMMENCING at the North West Corner of the South West Quarter of Section 16 in Township 9 South of Range 1 West, Mt. Diablo Base and Meridian, running thence East along the North line of said quarter section 2 rods to the North West corner of land conveyed by James Murrey, et ux., to Albert Breckwolt by deed dated September 1, 1884, and of record in Liber 76 of Deeds, at page 9, Records of the office of the County Recorder of the County of Santa Clara, State of California; running thence South and along the West line of land so conveyed to said Breckwolt, 28 rods; thence West 2 rods to the West line of said South West Quarter of said Section 16, and thence North along the last mentioned line 28 rods to the point of commencement, and being a portion of the North West Quarter of the South West Quarter of Section 16, in Township 9 South of Range 1 West, Mt. Diablo Base and Meridian.

EXCEPTING from the above described property the following:

BEGINNING at the point of intersection of the Santa Cruz Road with the East line of the North West 1/4 of the North West 1/4 of Section 16, Township 9 South, Range 1 West, and from which point the North East corner of the North West 1/4 of the North West 1/4 of said Section 16, Township 9 South, Range 1 West, as set by A. T. Herrmann in 1890, bears N. 6.27 chs.; and running thence along the East line of said North West 1/4 of the North West 1/4 of said Section 16, S. 8.73 chs. to the center line of the Casey or Conmy Gulch, from which point a 4" x 6" x 6" redwood stake in mound of rocks and marked W.P.C.V.2 H. bears S. 25 lks.; thence up the center line of said Casey or Conmy Gulch with the following courses and distances, to wit: S. 15° West 1.52 chs.; S. 33° West 1.82 chs.; S. 8° East 1.54 chs.; S. 27° West 1.67 chs.; S. 78 1/2° West 1.08 chs.; S. 54° West 1.53 chs.; S. 34° West 1.15 chs.; S. 40 3/4° West 1.05 chs.; S. 55° West 1.10 chs.; S. 13 1/4° West 2.01 chs.; S. 7° West 1.22 chs.; and S. 38° West 0.91 chs. to the bridge crossing said gulch on the Santa Cruz Road; thence along the center line of said road N. 22 1/2° West 1.20 chs.; N. 1° West 2.80 chs.; N. 27 1/4° E. 4.08 chs.; N. 12° West 3.92 chs.; N. 22° West 2.75 chs.; S.

86° E. 1.95 chs.; N. 33 3/4° East 4.80 chs.; N. 36 1/2° E. 2.90 chs.; N. 55 1/2° East 1.24 chs.; and N. 33° East 1.60 chs. to the place of beginning; containing 8.12 acres and being a part of the West 1/2 of the North West 1/4 of Section 16, Township 9 South, Range 1 West, M.D.M. Courses true. Var. 17 3/4° East.

FOURTH: BEGINNING at a 4" x 4" post marked "McK H 7" at the one-eighth corner in the center of the Northeast One Quarter of Section 17, T. 9 S. R. 1 W. M.D.M., and running thence along the one-eighth section line through the center of the Northeast One Quarter and the Southeast One Quarter of Section 17, T. 9 S. R. 1 W., S. 0° 42' E. 2684.3 feet to a 4" x 4" post marked "McK H 6", which is the one-eighth corner in the center of the South East One Quarter of Section 17, T. 9 S. R. 1 W.; thence running along the One-Eighth line through the center of the Southeast One Quarter of Section 17, N. 89° 32' W. 582.42 feet to a point in the center line of a forty foot road known as the Summit Road; thence running along the center line of said Summit Road with the following courses and bearings: N. 27° 22' W. 401.06 feet to a point; thence N. 18° 47' W. 142.1 feet to a point; thence N. 22° 31' W. 369.7 feet to a point; thence N. 20° 29' W. 310.48 feet to a point; thence N. 25° 00' W. 175.83 feet to a point; thence N. 12° 43' W. 138.30 feet to a point; thence N. 37° 52' W. 138.88 feet to a point; thence N. 27° 31' W. 181.15 feet to a point; thence N. 51° 18' W. 122.2 feet to a point; thence N. 43° 33' W. 272.6 feet to a point; thence N. 41° 26' W. 367.5 feet to a point; thence N. 26° 17' W. 136.7 feet to a point; thence N. 53° 25' W. 56.76 feet to a point; thence N. 68° 39' W. 290.45 feet to a point; thence N. 56° 45' W. 100.0 feet to a point; thence N. 48° 20' W. 100.0 feet to a point; thence N. 33° 42' W. 113.6 feet to a point in the One-eighth line running through the center of the Northwest One Quarter of said Section 17, from which a one-eighth section corner marked "M 1", standing in the center of the Northwest One Quarter of Section 17 bears N. 89° 13' W. 248.4 feet; thence leaving the center line of said Summit Road and running along the line through the center of the Northwest One Quarter of said Section 17, S. 89° 12' E. 1083.4 feet to a 4" x 4" post marked "McK-M-B-H-8" standing at the One Eighth corner in the line between the Northwest One Quarter and the Northeast One Quarter of Section 17, said last named point being the Southwest corner of Lot 273, Block R, of "Redwood Estates, Map No. 1, Tract No. 2" thence along the South line of Block R of Redwood Estates, which is also the line through the center of the Northeast One Quarter of said Section 17, S. 89° 27' E. 1345.14 feet to the place of beginning, containing 78.11 Acres, and being a part of Section 17, T. 9 S. R. 1 W., M.D.M., Santa Clara County, California. Surveyed April 19, 1927, by McMillan and McMillan, Civil Engineers, San Jose, California.

FIFTH: Parcels One, Two and Three as shown on that certain Record of Survey as recorded on March 27, 1992 as Document

No. 11291455, at Book 635 of Maps, Pages 26 and 27 of the Official Records of Santa Clara County, California.

ARTICLE V - LIMITATION ON POWERS

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

ARTICLE VI - SALE OF WATER TO MEMBERS

Water shall be sold, furnished and delivered only to the members of this corporation, except that the corporation may sell water to certain public utilities, school districts, other mutual water companies and, during emergencies resulting from disaster involving danger to public health or safety, to any person pursuant to and in accordance with Section 330.24 of the California Civil Code.

ARTICLE VII - DISTRIBUTION OF PROFITS

This corporation shall not distribute any gains, profits or dividends to its members except upon the dissolution of the corporation.

ARTICLE VIII - RATES AND ASSESSMENTS

A. This corporation shall have the power to fix and collect from its members, rates for the operation of its water system and maintenance of roads, or for any of the services offered or furnished by this corporation.

B. This corporation shall have the power to levy upon and collect assessments from its members from time to time for the purpose of raising funds to meet all capital expenditures in connection with any of the services provided by this corporation, or any extension of such services, any deficiency in the operating or maintenance cost of any such services, and any other expenses incurred or to be incurred in carrying out the purposes of this corporation, and shall take all lawful means for the enforcement and collection of such assessments, provided that this corporation may levy and collect such assessments also for the purpose of paying all maintenance and operating expenses in lieu of fixing and collecting rates as provided in Paragraph A of this Article VII.

ARTICLE IX - MEMBER POWERS AND RIGHTS

A. The voting power and property rights and interests of the members of this corporation shall be unequal.

B. The sole qualification for membership in this corporation shall be the holding of legal title to a lot within a subdivision of land described in Paragraph B of Article IV of these Articles. Any person now holding, or who shall hereafter hold, the legal title to any lot or portion thereof within said lands shall be entitled to a certificate of membership; provided, however, that such certificate of membership shall be transferred to the new title holder when the owner thereof is no longer the holder of legal title to such lot or portion thereof within a subdivision of land described in Paragraph B of Article IV of these Articles.

C. Each member of the corporation shall have votes upon all matters that shall come before the corporation in proportion to the number of lots in subdivisions of land described in Exhibit 2 to these Articles owned of record by him/her; one vote being allowed for each lot so owned, and proportional fractions of votes for portions of lots; provided that no member shall be permitted to vote at any meeting while in default in the payment of any rates or assessments levied for any purpose by the corporation.

D. Each member of this corporation shall have such an interest in all of the property of this corporation as is represented by the ratio of the number of votes to which such member is entitled to the total possible number of votes that may be voted by the members of the corporation.

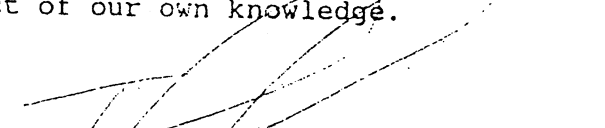
E. The interests of the members of this corporation are, and shall be, appurtenant to the lots within the subdivisions of land described in Paragraph B of Article IV of these Articles of Incorporation, owned respectively by such members.

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

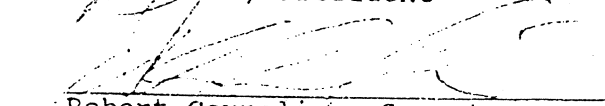
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of members.

We further declare under penalty of perjury of 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 15, 1992



Tom Sumner, President



Robert Cornelius, Secretary

