



# State of California Secretary of State

I, BRUCE McPHERSON, 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

APR 20 2006

BRUCE McPHERSON  
Secretary of State

APR 19 2006

**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GEORGE RANCH MUTUAL WATER COMPANY**

The undersigned hereby certify as follows:

1. They are the president and the treasurer, respectively, of the GEORGE RANCH MUTUAL WATER COMPANY, a California nonprofit mutual benefit corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation were filed by the Secretary of State of California on July 22, 1982. A Certificate of Amendment of the Articles was filed by the Secretary of State of California on April 27, 1988.
3. The following amendment and restatement of the Articles of Incorporation of the Corporation have been duly approved by the board of directors of the Corporation.
4. The following amendment and restatement of the Articles of Incorporation of the Corporation have been duly approved by the required vote of the members.
5. The Articles of Incorporation of the Corporation are amended and restated to read as follows:

**ARTICLE I**

The name of this corporation is the GEORGE RANCH MUTUAL WATER COMPANY (hereinafter referred to as the "Corporation").

**ARTICLE II**

A. The Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized.

B. The specific and primary purposes for which the Corporation is formed are to develop, distribute, supply or deliver water for irrigation or domestic use or both to its members, at actual cost plus necessary expenses.

### ARTICLE III

Members shall be limited to owners of real property or lots, as defined in the bylaws, within the boundaries of the real property described as follows:

All that certain real property situated in the unincorporated area of the County of Sonoma, State of California, described as follows:

Commencing at the southeasterly corner of the tract described in the Deed from M.G. Vallejo, et ux, to John Lennox, dated September 8, 1851 and Recorded in book "F" of Deeds, page 224, Sonoma County Records; thence North 88° 45' West along the southerly boundary of said tract and the extension thereof 83.63 chains to the "Base Line"; thence North 21° 30' West along said "Base Line," 105.00 chains to the intersection thereof with the southerly line of the tract described in the deed from M.G. Vallejo to George L. Wratten, dated November 1, 1860 and recorded in Book 11 of Deeds, page 133, Sonoma County Records; thence South 89° 45' East along said southerly line 99.00 chains to the center of Carriger Creek; thence South 52° 30' East along the center of said creek, 31.40 chains to the northeasterly corner of the tract described in the deed of John Lennox hereinabove referred to; thence South 1° 15' West along the easterly line thereof, 80.00 chains to the place of commencement.

EXCEPTING THEREFROM, that portion described in the Deed to the County of Sonoma, recorded September 29, 1967 in Book 2291 of Official Records, page 907, Serial No. K-52497, Sonoma County Records.

ALSO EXCEPTING THEREFROM, that portion lying Northerly of the northerly line of Grove Street.

FURTHER EXCEPTING THEREFROM, All oil, gas and other hydrocarbons and geothermal steam and water, and all other minerals, with the rights and upon the conditions therein set forth as reserved in the Deed to James P. George, a married man as his separate property, recorded July 21, 1981, Instrument No. 81-41034, Sonoma County Records.

Memberships shall be appurtenant to the above-described real property and shall not be transferable except with the conveyance of the real property for which the memberships are issued; and such conveyance shall effect the transfer of the share appurtenant to that particular real property to its purchaser.

### ARTICLE IV

The directors of the Corporation are hereby granted the power and authority to levy and collect, from time to time, as in their discretion they may deem advisable, assessments upon all of the members of the Corporation. Such assessments shall be made in the manner provided in the bylaws.

**ARTICLE V**

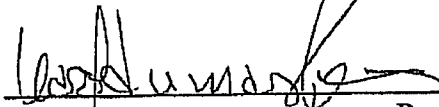
In the event of dissolution, liquidation, or winding-up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be divided among and distributed to the members in accordance with their respective rights therein.

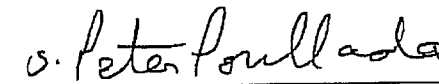
**ARTICLE VI**

Pursuant to the provisions of Section 14300 of the California Corporations Code, a certified copy of this Certificate of Amendment of Articles of Incorporation of the George Ranch Mutual Water Company shall be recorded in the Official Records of Sonoma County, California.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge.

Executed at Sonoma, California, on March 24, 2006

  
\_\_\_\_\_  
HAROLD N. MARTIN III, President

  
\_\_\_\_\_  
S. Peter Poullada, Treasurer

