

SUNDALE MUTUAL WATER COMPANY

Attachment I.3.c.i.

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CROSS-DEFENDANT/CROSS-COMPLAINANT, ANTELOPE VALLEY UNITED MUTUAL GROUP, SPECIFICALLY
SUNDALE MUTUAL WATER COMPANY'S, FIRST SUPPLEMENTAL RESPONSE TO DECEMBER 12, 2012
DISCOVERY ORDER FOR PHASE 4 TRIAL

THIS DAY OF 20

20

IN WITNESS WHEREOF, the said Corporation has caused this Certificate to be signed by its duly authorized _____ day of _____, 20_____

President

99-1034 0025 4520
AS Access His 15000
6757-5700 A151.00

FOR VALUE RECEIVED _____ HEREBY SELL, ASSIGN AND TRANSFER UNTO _____

_____ SHARES REPRESENTED
BY THE WITHIN CERTIFICATE AND DO HEREBY IRREVOCABLY CONSTITUTE AND

APPOINT _____ ATTORNEY
TO TRANSFER THE SAID SHARES ON THE SHARE REGISTER OF THE WITHIN
NAMED CORPORATION WITH FULL POWER OF SUBSTITUTION IN THE PREMISES.

DATED _____ 20 _____

IN PRESENCE OF _____

NOTICE: THE SIGNATURE OF THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN IN THE WITHIN CERTIFICATE. IN EVERY PARTICULAR, WITHOUT EXCEPTION, IN EVERY MANNER, ON ANY CHANGE WHATSOEVER.

A statement of the preferences, privileges and restrictions granted to or imposed upon the shares of stock represented by this Certificate and upon the holders thereof, is as follows:

FROM ARTICLES OF INCORPORATION

SIXTH: The water of this corporation shall be sold, distributed, supplied or delivered only to Shareholders of this corporation who own land within the service area of this corporation, and to their lessees and tenants. The service area of this corporation shall be described and limited by the By-Laws of this corporation in the Counties of Los Angeles and Kern, State of California. The By-Laws of this corporation may provide the maximum quantity of water which this corporation shall be obligated to furnish per acre of location thereof, within the service area in any twenty-four (24) hour period. The By-Laws of this corporation may also provide other limitations and regulations for the carrying out of the primary purposes of this corporation, and for the operation of its facilities. This corporation shall establish a rate structure which will result in the accumulation and maintenance of a fund for replacement of its facilities, and will bear a reasonable relationship to the cost of furnishing water. Unimproved property owned by any Shareholder in the Water Service Area normally shall bear an appropriate share of the cost of maintaining the Water System.

FROM ARTICLES OF INCORPORATION

SEVENTH: The Directors of this corporation shall have and are hereby granted power and authority to levy and collect from time to time as in their discretion they deem advisable, assessments upon all of the shares of stock of this corporation at any time issued and outstanding, and shall have and enjoy all of the rights and privileges with reference to such assessments as are fixed, provided or established by law in respect to corporations the Directors of which have such power of assessment; provided, however, that assessments may only be collected by forfeiture and sale of shares, or provided by law. In addition thereto, or in lieu thereof, the Board of Directors shall be entitled to charge to Shareholders monthly water rates measured by the cost, or estimated cost, of furnishing water, and by the quantity of water actually furnished above a minimum quantity of water, for which a flat rate may be established whenever service is connected to the property of each such Shareholder.

FROM BY-LAWS

ARTICLE V

QUALIFICATION OF SHAREHOLDERS SUPPLYING OF WATER TO SHAREHOLDERS, AND OPERATION AND MAINTENANCE OF WATER SYSTEM

Section 1. QUALIFICATION OF SHAREHOLDERS: No person, party or corporation shall be entitled to become a Shareholder in this corporation unless such person, party, or corporation is an owner of land, or some portion thereof, or interest therein, within the Water Service Area described in the next succeeding Section.

Section 2. WATER SERVICE AREA: The Water Service Area of this corporation shall be limited to property located in the area listed below in the Counties of Kern and Los Angeles, State of California: SW 1/4, Sec. 34, T9N, R13W, S8B&M, Kern County; S 1/2, Sec. 33, T9N, R13W, S8B&M, Kern County; W 1/2, Sec. 5, T9N, R13W, S8B&M, Los Angeles County; All of Sec. 4, T8N, R13W, S8B&M, Los Angeles County; All of Sec. 17, T8N, R13W, S8B&M, Los Angeles County.

Section 3. INTENT AND PURPOSE: The intent and purpose of this corpora-

tion, within the limitations imposed by the laws and regulations of governmental authorities of the State of California and by practical considerations or expressed herein, is to supply water service to all landowners within the Area. The limitations above related to are the following:

(a) No water shall be supplied to any land unless the owner thereof is a Shareholder in this corporation.

(b) No more service connections shall be made to mains of this corporation than are authorized by a valid and subsisting Permit of the State of California Board of Public Health, issued under Section 4014 of the Health and Safety Code of the State of California.

(c) No service connection shall be made to any water distribution facilities of this corporation for service to any property unless and until the owner of such property shall have acquired one or more shares of stock in this corporation issued under a valid Permit of the Commissioner of Corporations of the State of California.

(d) The corporation shall have no obligation to provide a main or pipeline to transport water from its then existing facilities to any property in the area, and

(e) When, as, and in the event that the capacity, subject to a reasonable reserve, of the corporation's well or wells is, at any time in the judgment of the Board of Directors in danger of being fully used by the then Shareholders, no further land shall be served, even though the owners are eligible to, and desire to, become Shareholders, until and unless an additional source of water is acquired by the corporation.

Section 4. SHARES APPURTENANT TO LAND: This corporation shall initially issue not to exceed 828 shares of its stock to the owners, respectively, of the following parcels of land in the Water Service Area, and one share shall become appurtenant to each such parcel as provided in Section 350.74 of the Civil Code of the State of California: The lots in Tract No. 2059 (SW 1/4, Sec. 34, and S 1/2, Sec. 33, T9N, R13W, S8B&M, Kern County, California), the lots in Tract No. 2355 (W 1/2, Sec. 4 and all of Sec. 4, T8N, R13W, S8B&M, Los Angeles County), and the lots in Tracts 2338 and 2457 (Sec. 17, T8N, R13W, S8B&M, Los Angeles County, California).

Section 5. LIMITATION ON SUPPLYING WATER: [Refer to By-Laws and to Article SIXTH of the Articles of Incorporation above.]

Section 6. LIMITATION ON QUANTITY OF WATER: This corporation, acting through its Manager under Regulations prescribed by the Board of Directors, may limit the amount of water supplied to each Shareholder to 500 gallons in any twenty-four hour period for each share of stock owned or controlled by each such Shareholder.

Section 7. EXTENSION OF MAINS: [Refer to Section 7 of the By-Laws.]

Section 8. REGULATIONS: [Refer to Section 8 of the By-Laws.]

Section 9. FRACTIONAL SHARES: [Refer to Section 9 of the By-Laws and to Article FIFTH of the Articles of Incorporation.]

Section 10. LIMITATION ON ASSESSMENTS: [Refer to Section 10 of the By-Laws.]

Section 11. LIMITATION ON CUSTOMERS: [Refer to Section 11 of the By-Laws.]

BY LAWS FOR THE REGULATIONS, EXCEPT AS OTHERWISE PROVIDED
BY STATUTE OR ITS ARTICLES OF INCORPORATION, OF

SUNDALE MUTUAL WATER COMPANY
(a California corporation)

ARTICLE I

OFFICES

Section 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation in California is hereby fixed and located in the County of Los Angeles. The board of directors is hereby granted full power and authority to change said principal office from one location to another in said county. Any such change shall be noted in the by-laws by the secretary, opposite this section, or this section may be amended to state the new location.

Section 2. OTHER OFFICES

Branch or subordinate offices may at any time be established by the board of directors at any place or places where the corporation is qualified to do business.

ARTICLE II

MEETINGS OF SHAREHOLDERS

Section 1. PLACE OF MEETINGS

All meetings of the shareholders shall be held at any place within or without the state of California, as may designated from time to time by the board of directors, or by written consent of all persons entitled to vote thereat, and in the absence of any such designation, shall be held at the principal office of the corporation in the State of California.

Section 2. ANNUAL MEETINGS

The annual meeting of shareholders shall be held at such place and at such time as may be fixed from time to time by the board of directors and stated in the notice of meeting. At such meetings, directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the powers of the shareholders.

Written notice of each annual meeting shall be given to each shareholder entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such shareholder at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If a shareholder gives no address, notice shall be deemed to have been given him if sent by mail or other means of written communication addressed to the place where the principal office of the corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each shareholder entitled thereto not less than seven (7) days before each annual meeting. Such notices shall specify the place, the day and the hour meeting and shall state such other matters, if any, as may be expressly required by statute.

Section 3. SPECIAL MEETINGS

Special meetings of the shareholders, for any purpose or purposes whatsoever, may be called at any time by the president, or by any vice-president, or by the board of directors, or by one or more shareholders holding not less than five percent (5) of the voting power of his voting class of stock of the

corporation. Except on special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of shareholders. Notices of any special meeting shall specify the place, day and hour of such meeting and shall state such other matters, if any, as may be expressly required by statute.

Section 4. QUORUM

The presence in person or by proxy of the persons entitled to vote shall be set at 25% of the shares entitled to vote at any meeting shall constitute a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, and if any action taken (other than adjournment) is approved by at least a majority of the shareholders required constitute a quorum.

Section 5. ADJOURNED MEETING AND NOTICE THEREOF

Any shareholders meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the shares, the holders of which are either present in person or represented by proxy thereat, but in the absence of a quorum, no other business may be transacted at such meeting .

When any shareholders' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken.

Section 6. VOTING

Unless a record date for voting purposes be fixed as provided in Section 1 of Article V of these by-laws then, subject to the provisions of Sections 7610 to 7615, inclusive, of the Corporation Code of California, only persons in whose names shares entitled to vote stand on the stock records of the corporation on the day three (3) days prior to any meeting of shareholders shall be entitled to vote at such meeting. Such vote may be viva voice or by ballot; provided, however, that all elections for directors must be by ballot demand made by a shareholder at any election and before the voting begins. So long as there are shares outstanding entitled to vote separately by class, an election for directors shall be held separately and in such sequence as may be designated by the chairman of the meeting. Every shareholder entitled to vote at an election for directors shall have the right to cumulate his votes and give one candidate a number of votes equal to the number of directors to be elected by his class multiplied by the number of votes to which his shares are entitled, or to distribute his votes on the same principle among as many candidates as he shall think fit. The candidate receiving the highest number of votes up to the number of directors to be elected by such class shall be elected.

Section 7. CONSENT OF ABSENTEES

The transactions of any meeting of shareholders, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, sign a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8. ACTION WITHOUT MEETING

Any action which, under any provision of the California Corporation Law, may be taken at a meeting of the shareholders, may be taken without a meeting if authorized by a writing signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the secretary of the corporation.

Section 9. PROXIES

Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the secretary of the corporation. Any proxy duly executed is not revoked and continues in full force and effect until an instrument revoking it or a duly executed proxy bearing a later date is filed with the secretary of the corporation; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which such proxy is to continue in force, which in no case shall exceed three (3) years from the date of its execution.

Section 10. INSPECTORS OF ELECTION

In advance of any meeting of shareholders, the board of directors may appoint any persons other than nominees for office inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election be not so appointed, the chairman of any such meeting may, and on the request of any shareholder or his proxy shall, make such appointment at the meeting. The number of inspectors shall be one or three. If appointed at a meeting on the request of one or more shareholders or proxies, the majority of shares present shall determine whether one or three inspectors are to be appointed. In case any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment by the board of directors in advance of the meeting, or at the meeting by the chairman.

The duties of such inspectors shall be as prescribed by section 7614 of the Corporations Code of California and shall include: determining the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the authenticity, validity and effect of proxies; receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining the result; determining when the polls shall close; and such acts as may be proper to conduct the election or vote with fairness to all shareholders.

ARTICLE III

DIRECTORS

Section 1. POWERS

Subject to limitations of the articles of incorporation, of the by-laws, and of the California Corporation Law as to action to be authorized or approved by the shareholders, and subject to the duties of directors as prescribed by the by-laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to wit:

FIRST. To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the articles of incorporation of the by-laws, fix their compensation and require from them security for faithful service.

SECOND. To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, or with the articles of incorporation or the by-laws, as they may deem best.

THIRD. To change the principal office for the transaction of the business of the corporation from one location to another within the same county as provided in Article I, Section 1, hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of California, as

provided in Article I, Section 2, hereof; to designate any place within or without the State of California for the holding of any shareholders' meeting or meetings; and to adopt, make and use a corporate seal, and to prescribe the forms of certificates of stock, and to alter the form of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificates shall at all times comply with the provisions of law.

FOURTH. To authorize the issue of shares of stock of the corporation from time to time, upon such terms as may be lawful, in consideration of money paid, labor done or services actually rendered, debts or securities cancelled, or tangible or intangible property actually received, or in the case of shares issued as a dividend against amounts transferred from surplus to stand capital.

FIFTH. To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities therefore.

SIXTH. To appoint an executive committee and other committees, and to delegate to the executive committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except the power to declare dividends and to adopt, amend or repeal by-laws. The board of directors shall have the power to prescribe the manner in which proceedings of the executive committee and other committees shall be conducted. The executive committee shall be composed of two or more directors. Unless the board of directors shall otherwise provide: regular meetings of the executive committee, notice of which is hereby dispensed with, shall be held at such times as are determined by the board of directors, or by such committee if appointed; special meetings of the executive committee shall be held at the principal office of the corporation, or at any place which has been designated from time to time by resolution of the executive committee or by written consent of all members thereof, and may be called by the president, any vice president who is a member of the executive committee, or any two members thereof, upon written notice to the members of the executive committee of the time and place of such special meeting given in the manner provided for the giving of written notice to members of the board of directors of the time and place of special meetings of the board of directors; minutes shall be kept of each meeting of the executive committee; vacancies in the membership of the executive committee may be filled by the board of directors; a majority of the authorized number of members of the executive committee shall constitute a quorum for the transaction of business; and transactions of any meeting of the executive committee, however called and noticed or wherever held, shall be as valid as though not at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the members not present signs a written waiver of notice or a consent to hold such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SEVENTH. To prescribe, by Regulation, the water charges to shareholders as provided in Section 8, Article V of these by-laws.

Section 2. NUMBER AND QUALIFICATION OF DIRECTORS

The authorized number of directors shall be seven (7) until changed by amendment of the articles of incorporation or by a by-law duly adopted by the shareholders amending this Section 2; and if the authorized number of directors be five or more and it is proposed to reduce the authorized number of directors below five (5) the vote or written consent of shareholders holding more than eighty per cent (80%) of the voting power of each voting class of stock shall be necessary for such reduction.

Section 3. ELECTION AND TERM OF OFFICE

The directors shall be elected at each annual meeting of shareholders but, if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of

shareholders held for that purpose. All directors shall hold office until removed from office by vote of the shareholders, or until their respective successors are elected.

Section 4. VACANCIES

Vacancies in the board of directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual meeting or a special meeting of the shareholders.

A vacancy or vacancies in the board of directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the shareholders fail, at any annual or special meeting of shareholders at which any director or directors are elected, to elect the full authorized number of directors to be voted for at the meeting.

The shareholders may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. If the board of directors accept the resignation of a director rendered to take effect at a future time, the board or the shareholders shall have the power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5. PLACE OF MEETING

Regular meetings of the board of directors shall be held at any place within or without the State which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation regular meetings shall be held at the principal office of the corporation. Special meetings of the board may be held either at a place so designated or at the principal office.

Section 6. ORGANIZATION MEETING

Immediately following each annual meeting of shareholders, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Call and notice of such meetings are hereby dispensed with.

Section 7. OTHER REGULAR MEETINGS

Other regular meetings of the board of directors shall be held without call on the second Monday of each month at the hour of 6:30, P.M.; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next Monday thereafter ensuring which is a full business day. This day and time may be changed from time to time by resolution of the board of directors to accommodate the current board of directors' schedule.

Section. 8. SPECIAL MEETINGS

Special meetings of the board of directors for any purpose or purposes shall be called at any time by the president or, if he is absent or unable or refuses to act, by any vice-president or by any director.

Written notice of the time and place of special meetings shall be delivered personally to each director or sent to each director by mail, fax, E-Mail, telephone or by other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation or, if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail in which the principal office of the corporation is located at least four (4) days prior to the time of holding the meeting. In case such notice is delivered as above provided, it shall be so delivered at least forty-eight (48) hours prior to

the time of the holding of the meeting. Such mailing or delivery as above provided shall be due, legal and personal notice to such director.

Section. 9. ACTION WITHOUT MEETING

Any action by the board of directors may be taken without a meeting if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

Section 10. QUORUM

A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number be required by law or by the articles of incorporation.

Section 11. WAIVER OF NOTICE

The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. ADJOURNMENT

A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the directors present at any directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the board.

Section 13. NOTICE OF ADJOURNMENT

If a meeting is adjourned for more than 24 hours, notice of the time and place of holding an adjourned meeting shall be given prior to the time of the adjourned meeting to directors who were not present at the time of adjournment.

Section 14. FEES AND COMPENSATION

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by resolution of the board.

Section 15 INDEMNITY

The board of directors may authorize the corporation to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against a present or former director, officer, or employee of the corporation in any action brought by a third party against such person to impose a liability or penalty on such person for an act alleged to have been committed by such person while a director, officer, or employee, or by the corporation, or by both; provided the board of directors determines in good faith that such director, officer, or employee was acting in good faith within what he reasonably believed to be the scope of his employment or authority and for a purpose which he reasonably believed to be in the best interests of the corporation or its shareholders. Said determination of the good faith of directors, officers, and employees may be made at any time by the board of directors. Payments authorized hereunder include amounts paid and expenses incurred in setting any such action or threatened action.

ARTICLE IV

OFFICERS

Section 1 OFFICERS

The officers of the corporation shall be the president, a vice-president, a secretary and a treasurer. The corporation may also have, at the discretion of the board of directors, a chairman of the board, one or more additional vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provision of Section 3 of this Article. One person may hold two or more offices, except that the offices of president and secretary shall be not held by the same person.

Section. 2 ELECTION

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the board of directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section. 3 SUBORDINATE OFFICERS, ETC.

The board of directors may appoint, and may empower the president to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the by-laws or as the board of directors may from time to time determine.

Section 4 REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the board of directors, at any regular or special meeting thereof, or, except in case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors.

Any officer may resign at any time by giving written notice to the board of directors or to the president, or to the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the by-laws for regular appointments to such office.

Section 6. CHAIRMAN OF THE BOARD

The chairmen of the board, if there shall be such an officer, shall, if present, preside at all meetings of the board of directors and execute and perform such other powers and duties as may be from time to time assigned to him by the board of directors or prescribed by the by-laws.

Section. 7. PRESIDENT

Subject to such supervisory powers, if any, as may be given by the board of directors to the chairman of the board, if there be such an officer, the president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the business and affairs of the corporation. He shall preside at all meetings of the shareholders and, in the absence of the chairman of the board, or if there be none, at all meetings of the board of directors. He shall be ex-officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers, and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board of directors or the by-laws.

Section. 8 VICE-PRESIDENT

In the absence or disability of the president, the vice-presidents in order of their rank as fixed by the board of directors or, if not ranked, the vice-president designated by the board of directors, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice-presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the by-laws.

Section 9. SECRETARY

The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors and shareholders, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the name of those present at directors' meetings, the number of shares present or represented at shareholders meetings, and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a share register, or a duplicate register, showing the names of the shareholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for the same, and the number, and date of cancellation of every certificate surrendered for cancellation.

The secretary shall give, or cause to be given, notice of all the meetings of the shareholders and of the board of directors required by the by-laws to be given, and he shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such duties as may be prescribed by the board of directors or the by-laws.

Section 10. TREASURER

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. Any surplus, including earned surplus, paid in surplus and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and director, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or the by-laws.

ARTICLE V

**QUALIFICATION OF SHAREHOLDERS SUPPLYING
OF WATER TO SHAREHOLDERS, AND OPERATION
AND MAINTENANCE OF WATER SYSTEM**

Section 1. QUALIFICATION OF SHAREHOLDERS

No person, party, or corporation unless such person, party, or corporation is an owner of land, or some portion thereof, or interest therein, within the Water Service Area described in the next succeeding Section.

Section 2. WATER SERVICE AREA

The Water Service Area of this corporation shall be the property located in the area listed below in the counties of Kern and Los Angeles, State of California:

SW ¼, Sec. 34, T9N, R13W, SBB&M	Kern County
S ½ Sec. 33, T9N, R13W, SBB&M	Kern County
W ½ Sec. 3, T9N, R13W, SBB&M	Los Angeles County
All of Sec. 4, T8N, R13W, SBB&M	Los Angeles County
All of Sec. 17, T8N, R13W, SBB&M	Los Angeles County

Section 3. INTENT AND PURPOSE

The intent and purpose of this corporation, within the limitation imposed by the laws and regulations of governmental authorities of the State of California and by practical considerations as expressed herein, is to supply water service to all landowners within the Area. The limitations above referred to are the following:

- (a) No water shall be supplied to any land unless the owner thereof is a shareholder in this corporation;
- (b) No more service connections shall be made to mains of this corporation than are authorized by a valid and subsisting Permit of the State of California Board of Public Health, issued under Section 4014 of the Health and Safety Code of the State of California;
- (c) No service connection shall be made to any water distribution facilities of this corporation for service to any other property unless and until the owner of such property shall have acquired one or more shares of stock in this corporation issued under a valid permit of the Commissioner of Corporations of the State of California;
- (d) The corporation shall have no obligation to provide a main or pipeline to transport water from its then existing facilities to any property in the area; and
- (e) When, as, and in the event that the capacity, subject to a reasonable reserve, of the corporation's well or wells is, at any time in the judgment of the board of directors in danger of being fully used by the then shareholders, no further land shall be served, even though the owners are eligible to, and desire to, become shareholders, until and unless an additional source of water is acquired by the corporation.

Section 4. SHARES APPURTENANT TO LAND

This corporation shall initially issue two shares of its stock to the owners, respectively, of the following parcels of land in the Water Service Area; and one share shall be and become appurtenant to each such parcel as provided in section 14300 of the Corporations Code of the State of California:

7500 West Avenue A, Town of Lancaster, County of Los Angeles

80Th and Avenue A West, County of Los Angeles

Section 5. LIMITATION ON SUPPLYING WATER

Except as otherwise provided in section 14300 of the Corporations Code of the State of California, this corporation shall supply water only to its shareholders who own land, or an interest therein, within the Water Service Area, and to their lessees and tenants, and no water shall, at any time, be supplied to land which is not in the Water Service Area.

Section 6. LIMITATION ON QUANTITY OF WATER

This corporation, acting through its Manager under Regulations prescribed by the board of directors, may limit the amount of water supplied to each shareholder to 500 gallons in any twenty-four period for each share of stock owned or controlled by each such shareholder.

Section 7. EXTENSION OF MAINS

Except where this corporation shall have installed, or shall have otherwise acquired and shall own and operate a water main or mains, serving, or available to serve, the property of any shareholder, this corporation shall have no obligation to install or provide any water main to serve the property of any shareholder, or to construct any main or mains within the Service Area. Any shareholder who is privileged to receive water from this corporation, however, shall be entitled to install, at his own expense, upon his own land, or upon an easement or right of way acquired by, or available to, him, a water main or mains or pipeline or pipelines to connect, at such shareholder's sole cost and expense, with any point or points in the water distribution system of this corporation, provided that the plans and engineering for any such installation shall be approved by this corporation. All water shall be metered at the point where it is delivered to any shareholder from this corporation's distribution system, and the maintenance of any line owned by any shareholder, and not this corporation, shall be the responsibility, and at the sole cost, of such shareholder. If and to the extent that the pressure provided by this corporation's then existing distribution system shall be inadequate to supply water to any point in the Water System Area, it shall be the responsibility of any shareholder desiring water service to that point to provide and operate, at his sole cost and expense, any necessary booster or pumping facilities. Nothing herein contained shall prevent this corporation from acquiring any water mains or facilities installed by a shareholder, or any other person, within the Water Service Area, or from installing or participating in the installation, at its cost and expense, or partially at its cost and expense, any water main or other line, within the Water Service Area, determined by the board of directors to be appropriate

Section 8. REGULATIONS

The board of directors shall prescribe, by Regulation, for the determination of the cost of serving water to its shareholders, which shall include the following:

- (a) An initial connection charge, including the cost of meter, pressure relief facilities, if required, and the cost of actual connection;
- (b) A monthly minimum charge for each connection to this corporation's distribution system;
- (c) A water rate per 1000 gallons or per 100 cubic feet, which shall be charged to the shareholders, and shall be initially established to cover pumping, operating, maintenance, repair, depreciation of equipment and facilities (including moneys for accumulation), and all other costs and expenses. Said rate shall be reviewed annually in the light of experience, and shall be revised from time to time to effect the furnishing of water to the shareholders at cost, and without profit to this corporation, or to any other party; and
- (d) A monthly assessment against the share or shares of any that are appurtenant to any unimproved parcel of land that is unimproved, or that has no service connection and to which no water is being served.
- (e) As determined from time to time by the board of directors in its sole discretion, a monthly flat rate for each shareholder who receives water. This rate is based on both fixed and variable costs of the corporation which includes the necessary upgrades to the water system by replacing pumps, water lines, tanks, and pressure tanks.

Section 9. FRACTIONAL SHARES

The issuance of fractional shares by this corporation is prohibited.

Section 10. LIMITATION OF ASSESSMENTS

No assessment shall be imposed upon any shares of stock in this corporation for any extension of water mains, or increasing pumping facilities or other capital outlays or for any other purpose than paying the

actual cost of providing water to the shareholders on a prorated basis according to the quantity of water actually used. However, actual cost shall be deemed to include reasonable depreciation on the company's equipment and facilities, which shall be equated to the accumulation and maintenance of a fund for the replacement of facilities. This provision shall not prevent the corporation from requiring landowners in the Water Service Area, to pay for, or contribute toward the payment for, any extension of water mains, or other distribution facilities required to serve those landowners.

Section 11. LIMITATION ON CUSTOMERS

Nothing herein contained shall be construed as requiring this corporation to sell or to issue shares of its stock to any owner of land, or owner of any interest therein, within the Water Service Area.

ARTICLE VI

CERTIFICATES AND TRANSFER OF SHARES

Section 1. CERTIFICATES FOR SHARES

Certificates for shares shall be of such form and device as the board of directors may designate, and shall state the name of the record holder of the share represented thereby; its number; date of issuance; that it is one share; a statement that such shares are without par value; a statement of the rights, privileges, preferences and restrictions, if any; a statement of liens or restrictions upon transfer or voting, if any; that the shares are assessable, and that on default in payment of assessments so levied the shares may be sold as provided by law; and a description of the specific parcel of land to which the share represented by the said certificate is appurtenant. A separate certificate shall be issued for each share.

Every certificate for shares must be signed by the President or a Vice President and the Secretary or Assistant Secretary, or must be authenticated by facsimiles of the signatures of the President and Secretary, or by a facsimile of the signature of its President and the written signature of its Secretary or an Assistant Secretary. Before it becomes effective, every certificate for shares authenticated by a facsimile of a signature must be countersigned by a transfer agent or transfer clerk, and must be registered by an incorporated bank or trust company, either domestic or foreign, as registrar of transfers.

Section 2. TRANSFERS OF THE BOOKS

Except as otherwise provided in section 14300 of the Corporations of the State of California, and except after sale or forfeiture for delinquent assessments, no transfer of shares shall be made upon the books of the corporation except upon the conveyance of record of the land to which the said shares are appurtenant, and, upon such conveyance, the said shares shall be transferred only to the person, party or corporation to which such appurtenant land is conveyed. The officers of the corporation, or its transfer agent, shall be entitled, but shall not be required, to accept the request of an escrow company for the transfer of such shares as evidence of the conveyance of the said land, and as evidence of the person, party, or corporation to whom the said land is being conveyed. Upon the surrender to the secretary or transfer agent of the corporation of a certificate for shares duly endorsed, or accompanied by proper evidence of succession, assignment or authority to transfer, and accompanied by proper evidence of the conveyance of the land to which the shares represented by the said certificate are appurtenant, it shall be the duty of the corporation to issue a new certificate to the person, party or corporation entitled thereto, cancel the old certificate, and record the transaction upon its books. Each such certificate, or certificates, so issued shall contain description of the land to which the shares represented thereby are appurtenant. No shares shall be transferred on the books of the corporation except to a person, party, or corporation owning land, or some interest therein, within the Water Service Area of this corporation, or as provided in section 14302 of the Corporations Code of the State of California. Subject to the forgoing restrictions, upon surrender to the secretary or transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, and evidence that the proposed transferee otherwise qualifies under this

section, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 3. LOST OR DESTROYED CERTIFICATES

Any person claiming a certificate of stock to be lost or destroyed shall make an affidavit or affirmation of that fact and advertise the same in such manner as the board of directors may require, and shall, if the directors so require, give the corporation a bond of indemnity, in form and with one or more sureties satisfactory to the board, in at least double the value of the stock represented by said certificate, whereupon a new certificate may be issued of the same tenor and for the same number of shares as the one alleged to be lost or destroyed.

Section 4. TRANSFER AGENTS AND REGISTRARS

The board of directors may appoint one or more transfer agents or transfer clerks, and one or more registrars, which shall be an incorporated bank or trust company, either domestic or foreign, who shall be appointed at such times and places as the requirements of the corporation may necessitate and the board of directors may designate.

ARTICLE VII

MISCELLANEOUS

Section 1. RECORD DATE AND CLOSING STOCK BOOKS

The board of directors may fix a time in the future as a record date for the determination of the shareholders entitled to notice of and to vote at any meeting of shareholders or entitled to receive any dividend or distribution, or any allotment of rights, or to exercise rights in respect to any change, conversion, or exchange of shares. The record date so fixed shall be not more than fifty (50) days prior to the date of the meeting or event for the purposes of which it is fixed. When a record date is so fixed, only shareholders of record on that date are entitled to notice of and to vote at the meeting or to receive a dividend, distribution, or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the corporation after the record date.

Section 2. INSPECTION OF CORPORATE RECORDS

The share register or duplicate share register, the books of account, and minutes of proceedings of the shareholders and directors and of the executive and other committees of the directors shall be open to inspection upon the written demand of any shareholder or holder of a voting trust certificate, at any reasonable time, and for a purpose reasonably related to his interests as a shareholder or as the holder of a voting trust certificate and shall be exhibited at any time when required by the demand of ten per cent (10%) of the shares represented at any shareholders' meeting. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts. Demand of inspection other than at a shareholders' meeting shall be made in writing upon the president, secretary, assistant secretary or general manager of the corporation.

Section 3. CHECKS, DRAFT, ETC.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.

Section 4. ANNUAL REPORT

The board of directors of the corporation shall cause an annual report to be sent to the shareholders not later than one hundred twenty (120) days after the close of the fiscal year or calendar year in compliance with the provisions of Sections 8321, et seq., of the California Corporation Code.

Section 5. CONTRACTS, ETC., HOW EXECUTED

The board of directors, except as in the by-laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 6. INSPECTION OF BY-LAWS

The corporation shall keep in its principal office for the transaction of business the original or a copy of the by-laws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the shareholders at all reasonable times during office hours.

Section 7. CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Corporation Law shall govern the construction of these by-laws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

ARTICLE VIII

AMENDMENTS

Section 1. POWER OF SHAREHOLDERS

New by-laws may be adopted or these by-laws may be amended or repealed by the approval of the shareholders of the corporation or by the written assent of such shareholders, except as otherwise provided by law or by the articles of incorporation.

Section 2. POWER OF DIRECTORS

Except as otherwise provided by law and subject to the right of shareholders as provided in Section 1 of this Article VIII to adopt, amend or repeal by-laws, and other than a by-law or amendment thereof changing the authorized number of directors, new by-laws may be adopted or these by-laws may be amended or repealed by the board of directors.

* * * * *

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being all of the Directors of SUNDALE MUTUAL WATER COMPANY, hereby assent to the foregoing By-Laws, as amended, and adopt the same as the By-Laws of said corporation.

Bruce E. Nelson

John Goit Sr.

Howard Morefield

Joseph Beasley

David Kirmon

William Shattuck

Kirk Belto

CERTIFICATION OF PRESIDENT

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Presidents of Sundale Mutual Water Company, a California corporation; and
2. That the forgoing By-Laws, comprising of thirteen (13) pages, constitute the By-Laws of said corporation as duly adopted at an annual meeting of the Shareholders thereof duly held on May 6, 2006.

IN WITNESS WHEREOF, I have hereunder subscribed my name and affixed the seal of said corporation this 6TH day of May, 2006.

Bruce E. Nelson - President

STATE OF CALIFORNIA



OFFICE OF THE SECRETARY OF STATE

I, *EDMUND G. BROWN JR.*, Secretary of State of the State of California, hereby certify:

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

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

DEC 30 1971



Edmund G. Brown Jr.
Secretary of State

612290

FILED

DEC 30 1971

ARTICLES OF INCORPORATION

OF

SUNDALE MUTUAL WATER COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, JOHN G. GEMMILL, WILLIAM R. JACKSON and ROBERT L. WEAVER have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California, AND THAT WE DO HEREBY CERTIFY:

FIRST: The name of the corporation is
SUNDALE MUTUAL WATER COMPANY

SECOND: The specific business in which the corporation
is primarily to engage is:

(a) To buy, develop, or otherwise acquire, and to furnish to its shareholders, only, water for domestic and irrigation purposes, at cost, upon the land owned by the said shareholders in the counties of Los Angeles and Kern;

Other purposes for which this corporation is
formed are as follows:

(b) To have and exercise all rights and powers conferred on corporations under the laws of California;

(c) To acquire, by lease, purchase, or other lawful means, and to hold, develop, distribute, sell, supply, and deliver water for irrigation and domestic uses to its shareholders, only; and to acquire plants, flumes, reservoirs, aqueducts and pipe lines for pumping, producing, impounding, collecting, conserving, selling and distributing water to its shareholders, only, and to no other parties or persons, for domestic purposes, upon the lands referred to in the By-laws of this corporation;

Restoration of right
to amend articles

yes

(d) To make all lawful, necessary, and proper rules and regulations for the distribution of the water of this corporation to its shareholders, and to no other parties or persons;

(e) To conduct said business of furnishing, supplying, selling, distributing and delivering water only for the mutual benefit of the shareholders of this corporation, and not for profit;

(f) To purchase, acquire, own, hold, use, lease (either as lessor or lessee), grant, sell, exchange, subdivide, mortgage, convey in trust, manage, improve, construct, operate, and deal in real and personal property of every kind and description, insofar as such activity shall be necessary, appropriate or convenient to further the primary purposes for which this corporation is formed;

(g) To enter into, make, perform, and carry out any and all contracts with any person, firm, association, corporation, municipality, county, parish, state, territory, government, or other municipal or governmental subdivision, insofar as any such contracts shall be in furtherance of the primary purpose for which this corporation is formed;

(h) From time to time to apply for, purchase, acquire, buy, assign, transfer, or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative, or power conferred by, acquired under, or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make, or grant; to pay for, aid in, and contribute toward carrying the same into effect, and to appropriate any of this corporation's shares, bonds, and/or assets to defray the costs, charges and expenses thereof; provided, however, that any such activities shall be engaged in only in furtherance of the primary purpose for which this corporation is formed;

(i) To borrow money, and to issue bonds, notes, debentures, or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge, or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures, or other evidence of indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of California, as the same are now in force,

or may hereafter be amended; provided, however, that any such activity shall be engaged in only in furtherance of the primary purpose for which this corporation is formed;

(j) To engage in any activity permitted to be engaged in by the laws of the State of California; provided that any such activity shall be in furtherance of the primary purpose for which this corporation is formed.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no wise limited to or restricted by reference to or inference from, the terms or provisions of any other clause, except that all of the said purposes and powers, except those stated in Paragraph (a) above, shall be deemed to be conferred, and shall be used only, in furtherance of the primary purposes of this corporation, as stated in Paragraph (a) above.

THIRD: The County in this State where the principal office for the transaction of the business of the corporation is located is Los Angeles County.

FOURTH: The number of directors for this corporation shall be three, and the names and addresses of the persons who are appointed to act as the first directors are as follows:

John G. Gemmill	900 Wilshire Boulevard	Los Angeles, Ca.
William R. Jackson	900 Wilshire Boulevard	Los Angeles, Ca.
Robert L. Weaver	900 Wilshire Boulevard	Los Angeles, Ca.

FIFTH: This corporation is authorized to issue only one class of shares of stock; the total number of said shares shall be 2500, and all of such shares of stock shall be without par value. There shall be a reasonable relationship between each share of stock to be issued and each unit of this corporation's Water Service Area. This corporation shall not issue fractional shares or securities. The By-Laws of this corporation shall cause each share of stock to be issued to be made appurtenant to an economic unit to be served, as provided and contemplated by California Civil Code Section 330.24, and shall cause the Certificate evidencing the said shares to describe the property to which the same is appurtenant.

SIXTH: The water of this corporation shall be sold, distributed, supplied or delivered only to shareholders of this corporation who own land within the service area of this corporation, and to their lessees and tenants. The service area of this corporation shall be described and limited by the By-Laws of this corporation in the Counties of Los Angeles and Kern, State of California. The By-Laws of this corporation may provide the maximum quantity of water which this corporation shall be obligated to furnish per acre or fraction thereof, within the service area in any twenty-four (24) hour period. The By-Laws of this corporation may also provide other limitations and regulations for the carrying out of the primary purposes of this corporation, and for the operation of its facilities. This corporation shall establish a rate structure which will result in the accumulation and maintenance of a fund for replace-

ment of its facilities, and will bear a reasonable relationship to the cost of furnishing water. Unimproved property owned by any shareholder in the Water Service Area normally shall bear an appropriate share of the cost of maintaining the Water System.

SEVENTH: The Directors of this corporation shall have and are hereby granted power and authority to levy and collect from time to time as in their discretion they deem advisable, assessments upon all of the shares of stock of this corporation at any time issued and outstanding, and shall have and enjoy all of the rights and privileges with reference to such assessments as are fixed, provided or established by law in respect to corporations the Directors of which have such power of assessment; provided, however, that assessments may only be collected by forfeiture and sale of shares, as provided by law. In addition thereto, or in lieu thereof, the Board of Directors shall be entitled to charge to shareholders monthly water rates measured by the cost, or estimated cost, of furnishing water, and by the quantity of water actually furnished above a minimum quantity of water, for which a flat rate may be established whenever service is connected to the property of each such shareholder.

IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as the first directors, have executed these Articles of Incorporation on December 16, 1971.


John G. Gemmill


William R. Jackson


Robert L. Weaver

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On this 16th day of December, 1971,
before me, the undersigned, a Notary Public in and for said County and
State, personally appeared JOHN G. GEMMILL, WILLIAM R. JACKSON
and ROBERT L. WEAVER, known to me to be the persons whose names
are subscribed to the within instrument and acknowledged that they ex-
ecuted the same.

WITNESS my hand and official seal.

Kathryn J. [Signature]
Notary Public in and for said County and State

FEB 2 REC'D