Belmont Water Corporation

Serving the needs of Belmont Country Club Estates

Articles of Incorporation

And

By-Laws

November 1, 1999

A0535714

State of California

OFFICE OF THE SECRETARY OF STATE

SECRETARY OF STATE

I, *BILL JONES*, 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

DEC - 9 1999

Bill Jones

Secretary of State

Sec/State Form CE-107 (rev. 9/98)

OSP 98 13524

A0535714

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC - 7 1999

BILL JONES, Secretary of State

RESTATED ARTICLES OF INCORPORATION OF BELMONT WATER CORP., A CALIFORNIA CORPORATION

The undersigned certify that:

1. They are the President and Secretary, respectively, of BELMONT WATER CORP., a California corporation.

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

FIRST: The name of this Corporation shall be "BELMONT WATER CORP."

SECOND: 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.

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.

The specific business in which this Corporation is primarily to engage is that of developing, procuring, selling, distributing, supplying and delivering water for domestic only at actual cost, plus necessary expenses, to its members.

THIRD: The County in the State of California where the principal office for the transaction of business of this Corporation is to be located is Fresno County.

FOURTH: This Corporation shall have only one class of members. Membership shall be available only to an owner of a lot of the real property as is now, or may hereafter be subdivided, as more particularly described as follows:

That certain real property situated in the County of Fresno, State of California, particularly described as follows:

Commencing at the Northwest Corner of Section 1, Township 14 South, Range 21 East, M.D.B.&M., Fresno County, thence South 0° 08' 37" West a distance of 2257.24 feet to a point on the West Boundary of said Section 1, Township 14 South, Range 21 East, thence South 89° 57' East a distance of 2646.46 feet to a point thence North 0° 0' East a distance of 2257.24 feet to the North One-Quarter Corner of Section 1, Township 14 South, Range 21 East, thence North 89° 57' West a distance of 2640.80 feet to the point of beginning.

The shares of any shareholder of Belmont Water Corp. who owns any such lot shall be converted into a single membership in Belmont Water Corp. for each such lot so owned.

FIFTH: No sale, lease, conveyance, transfer, exchange or other disposition, except by way of hypothecation, of all or substantially all of the property and assets of this Corporation shall be made, unless approved by the vote or written consent of the members entitled to exercise two-thirds (2/3rds) of this Corporation.

SIXTH: The Board of Directors is empowered and authorized in their discretion to levy and collect assessments upon each of its members; including the power and authority to determine such amounts as may be reasonable to be assessed against each member. Each assessment shall be, and constitute a lien, upon each membership from the time the resolution is adopted levying the assessment. Notice of such assessment shall be personally served upon each member assessed, or in lieu thereof, by mail addressed to such member, or by publication. Each such member shall be personally liable to the Corporation for the amount of each assessment levied against his or her or its membership and may be recovered from the member by suit or personal action.

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

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

4. Pursuant to Section 911(c) of the California Corporations Code, the foregoing Amendment of Articles of Incorporation has been duly approved by all of the outstanding shares of all classes of shareholders.

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: 11/27/99, 1999

David Sarabian, President

Dated: 11/27/99, 1999

John Souza, Secretary

RESTATED
BYLAWS

OF

BELMONT WATER CORP.

November 1, 1999

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RESTATED
BYLAWS
OF
BELMONT WATER CORP.
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION

ARTICLE 1

ORGANIZATION

Section 1.01 Name. The name of this Corporation is BELMONT WATER CORP.

Section 1.02 Purposes and Limitations. This Corporation has been converted to a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law of California for charitable purposes. The operations and uses of property and assets of the Belmont Water Corp. shall be limited to the purposes set forth in the Articles of Incorporation, as amended.

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 and primary purposes of this Corporation and this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(12) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 2

OFFICES

Section 2.01 Principal Office. The principal office for the transaction of the activities and affairs of the Corporation ("principal executive office") is fixed and located at 8315 E. Sanders Court, Fresno, California 93727. The Board of Directors may change the principal executive office from one location to another. Any change of this location shall be noted by the Secretary of the Corporation on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 2.02 Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places, within or without the State of California, where the Corporation is qualified to conduct its activities.

ARTICLE 3

MEMBERSHIP

Section 3.01 Classification and Qualification of Members. The Corporation shall have one class of membership only, and each membership shall have equal voting and other rights. A person may hold more than one membership in the Corporation. Members of the Corporation shall be those persons as defined in Section 5065 of the Corporations Code owning a lot of such land as is now, or may hereafter, be subdivided in that certain real property described as follows:

> That certain real property situated in the County of Fresno, State of California, particularly described as follows: Commencing at the Northwest Corner of Section 1, Township 14 South, Range 21 East, M.D.B.&M., Fresno County, thence South 0° 08' 37" West a distance of 2257.24 feet to a point on the West Boundary of said Section 1, Township 14 South, Range 21 East, thence South 89° 57' East a distance of 2646.46 feet to a point thence North 0° 0' East a distance of 2257.24 feet to the North One-Quarter Corner of Section 1, Township 14 South, Range 21 East, thence North 89° 57' West a distance of 2640.80 feet to the point of beginning.

A person owning two such lots shall hold two memberships in this Corporation.

Section 3.02 Eligibility for Membership. Any person, as defined in Section 5065 of the Corporations Code, is eligible to be a member of the Corporation.

Section 3.03 Admission to Membership. Any person, as defined in Section 5065 of the Corporations Code, qualified for membership under Section 3.01 of these Bylaws and eligible for membership under Section 3.02 of these Bylaws, shall be admitted to membership only the approval of the Board of Directors of an application submitted by such person and such form and in such manner as shall be prescribed by the Board of Directors.

Section 3.04 Dues. The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by

the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues.

Section 3.05 Assessments. Memberships are subject to assessments. The amount of each levy and the method of collection shall be fixed from time to time by resolution of the Board of Directors of the Corporation. Assessments shall be made payable at such time or intervals, and on such notice, as the Board shall prescribe. Any member, on learning of an assessment, may avoid liability for it by promptly resigning from membership, providing that the member is not otherwise liable for the assessment by contract, as a condition to ownership of land, or otherwise.

Section 3.06 Number of Members. There shall be no limit on the number of members the Corporation may admit. Subject to Corporations Code Section 7612, two or more persons may have an indivisible interest in a single membership, so long as the underlying lot of land giving rise to membership eligibility is held by like indivisible interest.

Section 3.07 Membership Book. The Corporation shall keep in written form (or in any form capable of being converted into written form) a membership book containing the name, address, and class of each member. The book shall also contain the fact of termination and the date on which such membership is ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law as set forth in Section 3.08 of these Bylaws.

Section 3.08 Inspection Right of Members. Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code, and the power of the Court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 3.10 of these Bylaws, a member satisfying the qualifications set forth herein may do either or both of the following:

(a) Inspect and copy the records of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business day's prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or

(b) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names,

addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled, or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

Section 3.09 Members Permitted to Exercise Rights of Inspection. The rights of inspection set forth in Section 3.08 of these Bylaws may be exercise by any member, for a purpose reasonably related to such person's interest as a member.

Section 3.10 Alternative Method of Achieving Purpose. The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 3.08 of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in such demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in the demand made pursuant to Section 3.08 of these Bylaws shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reason the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 3.08 of these Bylaws.

Section 3.11 Certificates of Membership. The Board of Directors of the Corporation may provide for the issuance of certificates evidencing membership in the Corporation. The certificates issued by the Corporation shall state on the certificate that the Corporation is a nonprofit mutual benefit corporation which may not make distributions to its members except on dissolution. In the event the Board of Directors provides for restrictions on the transferability of the certificates pursuant to Section 3.13 of these Bylaws, the certificate shall also state on the certificates that a copy of the transfer restrictions are on file with the Secretary of the Corporation and are open for inspection by a member on the same basis as are the records of the Corporation.

Section 3.12 Nonliability of Members. A member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

Section 3.13 Transferability of Membership. The Board of Directors may provide, by resolution, for the transfer of memberships, with or without restriction or limitation, including transfer on the death, dissolution, merger or reorganization of a member. Notwithstanding the foregoing, a transfer of a membership may not occur unless the transferee is to a person, as defined in Section 5065 of the Corporations Code, qualified for membership under Section 3.01 of these Bylaws and eligible for membership under Section 3.02 of these Bylaws.

Section 3.14 Termination of Membership. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

(a) The voluntary resignation of a member on such member's written request for such termination delivered to the President or Secretary of the Corporation personally or deposited in the United States first-class mail, postage prepaid;

(b) The death of a member;

(c) The dissolution of the corporate member; and

(d) The nonpayment of dues or assessments, subject to the limitations set forth below.

The membership of any member who fails to pay his or her dues or assessments when due and within thirty (30) days thereafter shall automatically terminate at the end of such thirty-day period, provided such member was given both fifteen (15) day's prior written notice of the termination stating the reasons therefor and a timely opportunity to be heard on the matter of the termination. The notice shall be given personally to such member or sent by first-class mail to the last address of such member as shown on the records of the Corporation. The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than five (5) days before the effective date of the termination. The hearing shall be conducted at the principal office of the Corporation by a committee composed of the President, Secretary, and Treasurer of the Corporation. The hearing shall be presided over by the President of the Corporation, who shall perform the following duties:

(1) Read the charges against the subject member;

(2) Require that the charges be verified by the testimony of the person or persons making them;

(3) Hear any other witness against the subject member;

(4) Allow the subject member to cross-examine each witness following the testimony of that witness;

(5) Allow the subject member to make a statement in his or her own behalf;

(6) Allow the subject member to call witnesses in his or her on behalf; and

(7) Allow the members of the committee conducting the hearing to question the witness after they have been questioned by the subject member.

The committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. The committee shall have the exclusive power and authority to decide that the proposed termination not take place.

All rights of a member in the Corporation and in the its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE 4

MEETING OF MEMBERS

Section 4.01 Place of Meetings. Meetings of the members shall be held at the principal office of the Corporation, or at such location within the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 4.02 Membership Meetings. The Board may provide for membership meetings at such time as it may deem necessary or expedient. The regular annual meeting of the members shall be held on the first Friday in the month of March in each year at the hour of 8:00 p.m., unless it be a holiday, in which event it shall be the following Monday at the same hour. Special meetings of the members shall be called by the President of the Corporation, by two members of the Board of Directors, or by five percent (5%) of the members of the Corporation

and held at such place as is fixed in Section 4.01 of these Bylaws. Special meetings may be called for any lawful purpose.

Section 4.03. Notice of Meetings. Written notice of every meeting of members shall be either personally delivered or mailed by first-class United States mail, postage prepaid, not less than ten (10) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

In the event given by mail or other means of written notice or communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Corporation. The Secretary of the Corporation, or any transfer agent specifically designated by the Secretary, for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the President of the Corporation shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

No meeting of members may be adjourned more than forty-five (45) days. If a meeting is adjourned to another time or place and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 4.04 Contents of Notice. The notice shall state the place, date, and time of the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

Section 4.05 Waivers, Consents and Approvals. The transaction of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records.

Section 4.06 Quorum. A quorum at any meeting of members shall consist of a majority of the voting power, represented in person or by proxy. For purposes of this Bylaw, "voting power" means the power to vote for the election of Directors.

Section 4.07 Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Section 4.08 Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 4.07 of these Bylaws.

Section 4.09 Voting of Membership. Except as provided in Section 4.12 of these Bylaws, authorizing cumulative voting at the election of the Directors, each member is entitled to one (1) vote for each membership owned by that member on each matter submitted to a vote of the members.

Section 4.10 Indivisible Interest in Single Memberships. Where a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants-in-common, husband and wife as community property, tenants by the entirety, or otherwise, or if two or more persons (including proxy holders) have the same fiduciary relationship respecting the same membership, unless the Secretary of the Corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: if only one member votes, such act shall bind all members; and if more than one member votes, the act of the majority so voting shall bind all members.

Section 4.11 Record Date of Membership. The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. Such form of record date shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting. Such later record date shall not be more than sixty (60) days before the date of the meeting. The Board shall also fix, in advance, a date as the record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action. Such record date shall not be more than sixty (60) days prior to such other action.

Section 4.12 Cumulative Voting. Every member entitled to vote at an election of the Directors may cumulate such member's votes and given one candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which the member is entitled, or distribute the members' votes on the same principal among as many candidates as the member thinks fit. No member shall be entitled to cumulate votes for a candidate or candidates unless such candidate's name or candidates' names have been placed in nomination prior to voting and the member has given notice at the meeting prior to the voting of the member's intention to cumulate votes. If any one member has given such notice, all members may cumulate their votes for candidates in nomination. In any election of Directors, the candidates receiving the highest number of votes are elected.

Section 4.13 Proxy Voting. Members entitled to vote, as set forth in Section 4.09 of these Bylaws, shall have the right to vote either in person or by written proxy executed by such person or his or her duly authorized agent and filed with the Secretary of the Corporation, except as otherwise expressly provided in these Bylaws, provided, however, that a proxy shall not be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided, in the proxy. A maximum term of any proxy shall be three (3) years from the date of its execution. Every proxy shall continue in full force and effect until revoked by the person executing it prior to the vote pursuant thereto.

Section 4.14 Action Without Meeting by Written Ballot. Any action which may be taken without a meeting provided there is satisfaction of the following ballot requirements:

(a) The Corporation distributes a written ballot to every member entitled to vote on the matter;

(b) The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation;

(c) The number of votes cast by ballot with the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and

(d) The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 4.15 Solicitation of Ballots. Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 4.03 of these Bylaws and of voting by written ballot set forth in Section 4.16 of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

Section 4.16 Voting by Written Ballot. In any election of Directors, any form of written ballot in which the Directors be voted on are named therein as candidates and which is marked by a member "withheld" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director. A written ballot may not be revoked.

Section 4.17 Conduct of Meetings. The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy shall be Chairman of and shall preside over the meetings of the members. The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings. The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation.

Section 4.18 Inspectors of Election. In advance of any meeting of members, the Board may appoint any persons, other than candidates for office, as inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairman of any meeting may, and on request of any member of member's proxy must, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.

The inspectors of election shall perform the following duties:

(a) Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;

(b) Receive votes, ballots, or consents;

(c) Hear and determine all challenges and questions in any way arising in connection with the right to vote;

(d) Count and tabulate all votes and consents;

(e) Determine when the polls shall close;

(f) Determine the result; and

(g) Do such acts as may be proper to conduct the election or vote with fairness to all members.

The inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

On request of the Chairman or any member or member's proxy, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE 5

DIRECTORS

Section 5.01 Number. The Association shall have no less than three (3) Directors. This number may be changed by amending this Bylaw or repealing the same and enacting a new one in lieu thereof, except that the number may not be reduced below three (3).

Section 5.02 Qualifications. Each Director must be a member of the Corporation in good standing.

Section 5.03 Nominations. Any person qualified to be a Director under Section 5.02 of these Bylaws may be nominated by the method authorized by the Board of Directors or by any other method authorized by law.

Section 5.04 Powers. All activities and affairs of the Corporation shall be conducted and all its corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 5.05 Duties. It shall be the duty of the Board of Directors to:

(a) Perform any or all duties imposed or required by law or by the Articles of Incorporation and these Bylaws;

(b) Appoint, remove, employ and discharge, and to prescribe the duties and fix the compensation of any or all of the officers;

(c) Directly supervise all officers of the Corporation, and indirectly supervise the employees of the Corporation through the President to ensure that their duties are properly performed;

(d) Meet at such times and places as may be required or permitted by these Bylaws.

Section 5.06 Term of Office. Each Director shall hold office for a term of one (1) year unless terminated earlier by reason of death, resignation, removal, or inability to act, or unless appointed for a shorter period, and until a successor has been elected.

(a) Removal. The Board may declare vacant the office of a Director on the occurrence of any of the following events:

(1) The Director has been declared of unsound mind by a final order of Court;

(2) The Director has been convicted of a felony; or

(3) The Director has been found by a final order or judgment of any Court to have breached duties imposed by Section

7238 of the Corporations Code on Directors who perform functions with respect to assets held in charitable trusts.

(b) Resignation of Director. Any Director may resign effective on giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 5.07 Vacancies. Vacancies on the Board of Directors by reason of death, resignation, or otherwise, except vacancies caused by the removal of a Board member pursuant to Section 810 of the Corporations Code, shall be filled by an appointee of the majority of the remaining Board members to serve during the regular unexpired term of his or her predecessor. Vacancies created by the removal of a Director shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. New or re-elected Board members shall take their seats as soon as practicable after their election, unless otherwise specified by the Board.

Section 5.08 Place of Directors' Meetings; Meetings By Telephone. Meetings of the Board of Directors shall be held at any place, within or without the State of California, that has been designated by resolution of the Board of Directors or in the notice of the meeting or, if not so designated, at the principal office of the Corporation. Any meeting may be held by conference telephone, or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

Section 5.09 Annual Meetings of Directors. The Board of Directors shall meet immediately after the election of Directors at the annual meeting of the members. Each such annual meeting shall be held for purposes of organization, the election of officers, and the transaction of other business. The annual meetings of the Board of Directors may be held at such time and place as the Board of Directors may fix from time to time. Notice of the annual meetings shall be given at least two weeks in advance of such meeting in the same manner as notice is allowed to be given in Section 5.10 below.

Section 5.10 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board of Directors, if any, the President or Vice President, or the Secretary or any two (2) Directors.

Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, or telegram or telegraph, charges prepaid; or (c) by telephone, including a voice message system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means, either directly to the Director or to a person at such Director's office who would reasonably be expected to communicate that notice promptly to such Director. All such notices shall be given or sent to the Director's address, telephone number, or other location as shown on the records of the Corporation.

Notice sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, facsimile, or electronic mail shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time of the meeting, and the place if the place is other than the principal executive office of the Corporation. The notice need not specify the purpose of the meeting.

Section 5.11 Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors, subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; (c) creation of, and appointments to, committees of the Board of Directors, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 5.12 Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to that Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 5.13 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 5.14 Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 5.15 Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 5.16 Conduct of Meetings. To the extent not inconsistent with the provisions of these Bylaws, the meetings of the Board of Directors shall be conducted in conformity with Roberts Rules of Order.

Section 5.17 Compensation and Reimbursement of Directors. Directors and members of committees may receive such compensation and reimbursement of expenses, as may be fixed or determined by resolution of the members to be just and reasonable as to the Corporation at the time that such resolution is adopted.

ARTICLE 6

COMMITTEES

Section 6.01 Committees of the Board. The Board of Directors, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more Directors, and no persons who are not Directors, to serve at the pleasure of the Board of Directors. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board of Directors may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent

provided in the Board resolution, shall have all the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

(a) Fill vacancies on the Board of Directors or on any committee that has the authority of the Board of Directors;

(b) Amend or repeal bylaws or adopt new bylaws;

(c) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;

(d) Create any other committees of the Board of Directors or appoint the members of committees of the Board of Directors;

(e) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or

(f) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 7233 of the California Corporations Code.

Section 6.02 Meetings and Actions of Committees. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board of Directors. Minutes of each meeting of any committee of the Board of Directors shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board of Directors, the committee may adopt such rules.

ARTICLE 7

OFFICERS

Section 7.01 Officers of the Corporation. The officers of the Corporation shall be a President, Vice-President, a Secretary, and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board of Directors, one or more Assistant Secretaries, one or more assistant Chief Financial Officers,

and such other officers as may be appointed in accordance with Section 7.02 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Vice-President.

Section 7.02 Appointment of Officers. The officers of the Corporation, except such officers as may be appointed under Section 7.03 of these Bylaws, shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of any officer under any contract of employment.

Section 7.03 Additional Officers. The Board of Directors may appoint and may authorize the President, or other officer, to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the Board of Directors.

Section 7.04 Removal and Resignation of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board of Directors and also, if the officer was not chosen by the Board of Directors, by any officer on whom the Board may confer that power of removal.

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 7.05 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 7.06 President. The President shall preside at meetings of the Board of Directors and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. The President shall also be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, supervise, direct, and control the Corporation's activities, affairs, and officers. The President shall have such other powers and duties as the Board of Directors or these Bylaws may prescribe.

Section 7.07 Vice-President. If the President is absent or disabled, the Vice-President, if any, shall perform all duties of the President. When so acting, a Vice-President shall have all powers of, and be subject to, all restrictions on the President. If neither Vice-President is able to serve as an interim President, a special meeting of the Board of Directors shall be called to elect an interim President to serve until the next annual meeting or the return of the President, whichever first occurs. The Vice-President shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

Section 7.08 Secretary. The Secretary shall keep or cause to be kept, at the Corporation's principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board of Directors. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal executive office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of committees of the Board of Directors required by these Bylaws to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors of these Bylaws may prescribe.

Section 7.09 Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board of Directors. The books of account shall be open to inspection by any Director at all reasonable times.

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name of, and to the credit of, the Corporation with such depositories as the Board of Directors may designate; shall disburse the Corporation's funds as the Board of Directors may order; shall render to the President of Directors and the Board of Directors, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

If required by the Board of Directors, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of, the Chief Financial Officer upon such officer's death, resignation, retirement, or removal from office.

ARTICLE 8

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 8.01 Agents, Proceedings, and Expenses. For the purposes of this Article, "agent" means any person who is or was a Director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of this Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expense" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 8.04 or 8.05(c) of this Article 8.

Section 8.02 Actions Other Than By the Corporation. This Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by, or in the right of, this Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code made applicable by Section 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that that person reasonably believed to be in the best interests of this Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person

reasonably believed to be in the best interests of this Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 8.03 Actions By the Corporation. This Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by, or in the right of, this Corporation, or brought under Section 5233 of the California Corporations Code made applicable by Section 7238, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that that person is or was an agent of this Corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be in the best interests of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.03 for any of the following reasons:

(a) In respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this Corporation in the performance of that person's duty to this Corporation, unless, and only to the extent that, the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses and then only to the extent that the court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 8.04 Successful Defense By Agent. To the extent that an agent of this Corporation has been successful on the merits in defense of any proceeding referred to in Sections 8.02 or 8.03 of this Article 8, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 8.05 Required Approval. Except as provided in Section 8.04 of this Article 8, any indemnification under this Article 8 shall be made by this Corporation only if authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 8.02 or 8.03 of this Article 8, by any of the following:

(a) A majority vote of a quorum consisting of Directors who are not parties to the proceeding;

(b) Approval of the members with the persons to be indemnified not being entitled to vote thereon; or

(c) The court in which the proceeding is or was pending, upon application made by this Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this Corporation.

Section 8.06 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding upon receipt of an undertaking by, or on behalf of, the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article 8.

Section 8.07 Other Contractual Rights. No provision made by a corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in the Corporation's Articles of Incorporation or Bylaws, a resolution of the Board of Directors, an agreement or otherwise, shall be valid unless consistent with this Article 8. Nothing contained in this Article 8 shall affect any right to indemnification to which persons other than Directors and officers of this Corporation may be entitled by contract or otherwise.

Section 8.08 Limitations. No indemnification or advance shall be made under this Article 8, except as provided in Sections 8.04 or 8.05(c), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 8.09 Insurance. Upon and in the event of a determination by the Board of Directors of this Corporation to purchase such insurance, this Corporation shall purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against, or incurred by, the agent in such capacity or arising out of the agent's status as such whether or not this Corporation would have the power to indemnify the agent against the liability under the provisions of this Article 8; provided, however, that this Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Corporations Code made applicable by Section 7238.

ARTICLE 9
RECORDS AND REPORTS

Section 9.01 Records and Reports. The Corporation shall keep:

(a) Adequate and correct books and records of account; and

(b) Written minutes of the proceedings of its Board of Directors, and committees of the Board of Directors.

Section 9.02 Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members of the Board of Directors at all reasonable times during office hours.

Section 9.03 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 9.04 Annual Report. The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code 8321(a). Except where the Corporation does not have more than one hundred (100) members or more than Ten Thousand Dollars ($10,000) in assets at any time during the fiscal year, on the written request of a member, the Board of Directors shall promptly cause the most recent annual report to be sent to

the requesting member. The annual report shall be prepared not later than one hundred-twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following:

(a) A balance sheet as of the end of such fiscal year, an income statement and statement of changes in financial position for such fiscal year;

(b) A statement of the place where the names and addresses of the current members are located; and

(c) Any information concerning certain transactions and indemnifications required by Corporations Code 8322.

The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 9.05 Annual Statement of Certain Transactions and Indemnifications. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (e) if such transaction or indemnifications took place. Such annual statement shall be affixed to and sent with the annual report described in Section 9.04 of these Bylaws.

Section 9.06 Corporate Seal. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE 10

GENERAL CORPORATE MATTERS

Section 10.01 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 10.02 Amendment by Directors. New bylaws may be adopted, or these Bylaws may be amended or repealed, by the Board of Directors, unless the action would:

(a) Materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer;

(b) Increase or decrease the number of members authorized in total or for any class;

(c) Affect an exchange, reclassification, or cancellation of all or a part of the memberships; or

(d) Authorize a new class of membership.

Section 10.03 Amendment by Members. New bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the members.

CERTIFICATE OF ADOPTION

I certify that I am the duly elected and acting Secretary of Belmont Water Corp., a California nonprofit mutual benefit corporation, that the above Restated Bylaws, consisting of twenty-four (24) pages, are the Bylaws of this Corporation as adopted by the Board of Directors of this Corporation on Nov 18 _____, 1999, and that said Restated Bylaws have not been amended or modified since the date thereof.

Executed on 11 - 18 _____, 1999, at Fresno _____, California.

John Souza

John Souza, Secretary

ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
BELMONT WATER CORP.,
A CALIFORNIA CORPORATION

In accordance with the Bylaws of the Corporation and Section 307(b) of the California Corporations Code, the Board of Directors of BELMONT WATER CORP., a California corporation, hereby takes the following action and adopts the following recital and resolutions by unanimous written consent:

AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION:

WHEREAS, it is deemed advisable to amend and restate the Articles of Incorporation of the Corporation to convert the Corporation to a nonprofit Mutual Benefit Corporation;

NOW, THEREFORE, BE IT RESOLVED, that, subject to the approval of the shareholders of the Corporation, the Articles of Incorporation be amended and restated to read as forth in Exhibit "A" attached hereto and incorporated herein by this reference.

RESOLVED FURTHER, that the President and the Secretary of the Corporation be, and they hereby are, authorized and directed to obtain approval of the foregoing Amendment and Restatement of the Articles of Incorporation by the unanimous vote or written consent of all of the outstanding shares of the Corporation in accordance with Section 911 of the California Corporations Code and, immediately thereupon, to prepare, or cause to be prepared, a Certificate of Amendment of Articles of Incorporation, to execute said Certificate, and file, or cause to be filed, said Certificate in the Office of the Secretary of State, State of California, in the form and manner as required by Sections 905, 907 and 7130 of the California Corporations Code, and to take such other actions as may be necessary or appropriate to effect the foregoing Amendment and Restatement of the Articles of Incorporation.

This Action By Unanimous Written Consent of the Board of Directors of BELMONT WATER CORP., a California corporation, is hereby taken by the undersigned, constituting all of the members of the Board of Directors of the Corporation, this 27 day of October, 1999.

WANDA BINGHAM

DAVID SARABIAN

JOHN SOUZA

ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS OF
BELMONT WATER CORP.,
A CALIFORNIA CORPORATION

In accordance with the Bylaws of this Corporation and Section 603(a) of the California Corporations Code, the shareholders of BELMONT WATER CORP., a California corporation, hereby take the following action and adopt the following recital and resolutions by written consent:

RESTATEMENT OF ARTICLES OF INCORPORATION:

WHEREAS, it has been deemed advisable by the Board of Directors of the Corporation to amend and restate the Articles of Incorporation of the Corporation to convert the Corporation to a nonprofit Mutual Benefit Corporation and apply for a tax-exempt status;

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation be amended and restated to read as forth in Exhibit "A" attached hereto and made a part hereof by this reference.

RESOLVED FURTHER, that the Board of Directors and the officers of the Corporation be, and they hereby are, authorized and directed to execute such documents and take such other actions as may be necessary or appropriate to effect the foregoing Amendment and Restatement of the Articles of Incorporation of the Corporation.

This Action By Written Consent of the shareholders of BELMONT WATER CORP., a California corporation, is hereby taken by the undersigned, being all of the shareholders of the Corporation, this 1 day of November, 1999.

Dr. Leslie Kiesz

R.H. Merritt, Sr.

Wanda Bingham

Mike Emigh

Richard Merritt

Erma Worsham

Len Ross

Jim Hutchings

Dale Renberg

Wally Kinchen

John Linenbach

Charles Blanks

John Paige

John Ellis

Richard Walker

Russell Simpson

Ralph Hood

David Sarabian

Jerry Murray

David Miller

George Blase

Shirley Hunsaker

Mark Yee

John Ruby

Rex Spaith

Larry Fitzpatrick

Sam Reid

Clarence Linenbach

Jack Mobley

Arvey Earney

Richard Gorubec

Lance Hennesay

Charles Burks

Dr. Floyd Buchanan

John Souza

Lora Mae Magee

Robert Wyrick

Bill Tucker

David Robertson