

**AMENDED AND RESTATED BYLAWS OF
STRAWBERRY LODGE MUTUAL WATER COMPANY**

**ARTICLE I
SHAREHOLDERS' MEETINGS**

Section 1. PLACE OF MEETINGS

All meetings of the shareholders shall be held at the Company's property adjacent to the water tank, known as the Picnic Grounds, in Strawberry Lodge, San Bernardino County, California, or such other location as may be designated for that purpose from time to time by the Board of Directors, or conducted electronically as specified in Section 4, below.

Section 2. ANNUAL MEETINGS

The annual meeting of the shareholders shall be held on the Saturday closest to the 4th of July each year. At the annual meeting of shareholders, the shareholders shall elect the Board of Directors, consider reports of the affairs of the Company, and transact such other business as may properly be brought before the meeting.

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 the Board of Directors, or by any two or more directors, or by one or more shareholders holding at least ten percent (10%) of the voting power of the Company.

Section 4. ELECTRONIC MEETINGS.

A meeting of the shareholders may be conducted, in whole or in part, by electronic transmission by and to the Company, electronic video screen communication, conference telephone, or other means of remote communication if the Company implements reasonable measures: (1) to provide shareholders and proxyholders, if proxies are allowed, a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting concurrently with those proceedings, (2) if any shareholder or proxyholder, if proxies are allowed, votes or takes other action at the meeting by means of electronic transmission to the Company, electronic video screen communication, conference telephone, or other means of remote communication, to maintain a record of that vote or action in its books and records, and (3) to verify that each person who has voted remotely is a shareholder or proxyholder, if proxies are allowed. The Company shall not conduct a meeting of shareholders solely by electronic transmission by and to the Company, electronic video screen communication, conference telephone, or other means of remote communication unless one or more of the following conditions apply: (A) all of the shareholders consent; (B) the Board of Directors determines it is necessary or appropriate because of an emergency, as defined in paragraph (5) of subdivision (i) of Corporations Code Section 207; or (C) notwithstanding the absence of consent from all shareholders pursuant to subdivision (A) of this section or subdivision (b) of Corporations Code Section 20, the meeting includes a live audiovisual feed for the duration of the meeting. The Company may offer, in addition to remote audiovisual feed, an audio-only means by which a shareholder or proxyholder may participate provided that the choice between participating via audiovisual or via audio-only means is made by the shareholder or proxyholder and the Company will not impose any barriers to

either mode of participation. A de minimis disruption of an audio or audiovisual feed will not require the Company to end a shareholder meeting or render the Company in violation of applicable law.

Section 5. NOTICE OF MEETINGS; ADJOURNED MEETINGS

Notices of meetings, annual or special, shall be given in writing (including electronic transmission by the Company in accordance with Corporations Code Section 20) to shareholders entitled to vote by the Secretary or the Assistant Secretary, or if there be no such officer, or in case of his neglect or refusal, by any director or shareholder. Such notices shall be sent to the shareholder's address appearing on the Company's records, or supplied by him or her to the Company for the purpose of notice, not less 10 days, but not more than 60 days before such meeting. Notice shall not be given by electronic transmission by the Company after either of the following: (1) the Company is unable to deliver two consecutive notices to the shareholder by that means, or (2) the inability to so deliver such notices to the shareholder becomes known to the Secretary, any Assistant Secretary or any other person responsible for giving of the notice. An affidavit of the mailing or other authorized means of giving any notice of any shareholders' meeting shall be executed by the Secretary or any agent of the Company giving the notice, and shall be filed and maintained in the minute book of the Company.

Notice of any meeting of shareholders shall specify the place, the day and the hour of meeting, and in case of special meeting, as provided by Corporations Code of California, the general nature of the business to be transacted.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in case of an original meeting, except that it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

Section 6. CONSENT TO SHAREHOLDERS' MEETINGS; ACTION BY WRITTEN CONSENT

The transactions of any meeting of shareholders, however called and noticed, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the shareholders entitled to vote, not present in person or by proxy, signs 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 Company's records or made a part of the minutes of the meeting.

Any action which 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 holders of shares who would be entitled to vote at a meeting for such purpose, and filed with the Company's Secretary.

Section 7. QUORUM

The holders of twenty percent (20%) of the shares entitled to vote, present in person or represented by proxy at a meeting of shareholders, shall be constitute a quorum for the transaction of business. If, however, a majority is not present or represented at any meetings of the shareholders, the shareholders entitled to vote at such meeting, present in person or by proxy, shall have the power to adjourn the meeting from time to time, until the necessary amount of voting shares is present to constitute a quorum. At such an adjourned meeting at which the requisite amount of voting shares are

represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 8. VOTING RIGHTS; NO CUMULATIVE VOTING

Shareholders shall have one vote for each share of stock owned. Only persons in whose names shares entitled to vote stand on the stock records of the Company on the day of any meeting of shareholders, unless some other day is fixed as the record date for voting purposes by the Board of Directors, shall be entitled to vote at such meeting. The shareholder must be in good standing (i.e., not owe the Company any money) in order to be qualified to vote. The Company shall not have cumulative voting.

Section 9. PROXIES

Every person entitled to vote shares may authorize another person or persons to act by proxy with respect to such shares pursuant to Corporations Code Section 705. Any proxy is presumed to be valid as provided in said Section 705.

ARTICLE II DIRECTORS; MANAGEMENT

Section 1. PROVISIONS OF THE GENERAL CORPORATIONS LAW

Except as expressly provided for in these Bylaws, all provisions (whether mandatory or permissive) of Chapter 3 of Division 1 of Title 1 of the General Corporations Law, as now or hereafter existing, are approved, adopted and made applicable to the Company and whenever no express provisions are contained in these Bylaws with respect to any matter authorized or permitted to be regulated, fixed or established by or in these Bylaws, it is intended to adopt, approve and apply the provisions in said Chapter 3 pertaining to and regulating such matters.

Section 2. GENERAL POWERS

Subject to the limitation of the Articles of Incorporation, of the Bylaws and of the Laws of the State of California as to action to be authorized or approved by the shareholders, all corporate powers shall be exercised by or under authority of, and the business and affairs of the Company shall be controlled by, a Board of Directors. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

- (a) Select and remove all officers, agents, and employees of the Company (including a Field Representative or General Manager), subject to any power delegated to any appointed General Manager relating to employment-related matters; prescribe any powers and duties for them that are not inconsistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service.
- (b) Conduct, manage and control the affairs and business of the Company, and make such rules and regulations pertaining thereto not inconsistent with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best, including calling special meetings of the shareholders as described in Article I, above.
- (c) Change the Company's office from one location to another.

- (d) Adopt, make, and use a corporate seal.
- (e) Borrow money and incur indebtedness on behalf of the Company, and cause to be executed and delivered for the Company's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- (f) Levy, collect and enforce assessments upon and from the shareholders of the Company, to raise money for the Company's operations.
- (g) Fix and define the rates to be charged the shareholders for water service.
- (h) Adopt such rules and regulations, policies and procedures as are necessary for the proper and efficient operation of the Company and its water supply and distribution systems.
- (i) Implement such measures as are necessary to conserve the Company's water resources.

Section 3. NUMBER, QUALIFICATIONS AND TERM

The Company shall have seven (7) directors. A director must: (a) be a shareholder in good standing (meaning the shareholder is not delinquent in the payment of any charges, tolls, assessments, costs, interest, penalties or other sums payable to the Company); (b) shall have erected a lodge or cabin upon their lot or cabin site; and (c) are water users of the Company. The term of office of a director shall begin immediately upon his or her election; and each director so elected shall hold office for one year and until his or her successor is elected and qualified, or until he or she resigns or is removed from office, whichever occurs first.

Section 4. ORGANIZATIONAL MEETING

A meeting of the Board (to be known as the "organizational meeting"), shall be held immediately following adjournment of the shareholders meeting at which the directors are elected, for the purpose of organizing, electing and appointing officers. Any other business may also be transacted at such meeting. Notice of such organization meeting shall be given in accordance with Section 7, below.

If not held at the time appointed, or if reorganization is not effected or completed at such meeting, the business or reorganization shall be transacted or completed at the first regular or special Board of Directors' meeting that is subsequently held.

With the consent of all the directors and upon giving of any required notice, such organization meeting may be held at any time. Attendance shall be deemed such consent. The consent of any director not present or participating shall be written and filed with the Secretary and made a part of the minutes, either before or after the holding of the meeting.

Section 5. REGULAR MEETINGS

Meetings of the Board, to be known as “regular meetings,” shall be held at dates and times set by action approved by majority vote of the Board of Directors. Notice of regular meetings and of the business to be transacted shall be provided in accordance with Section 7, below. If the time scheduled for a regular Board of Directors’ meeting falls upon a legal holiday, it shall be held at the same hour on the next succeeding business day.

Section 6. SPECIAL MEETINGS; EMERGENCY MEETINGS

Special meetings of the Board may be held from time to time upon call by the President, or if he or she is absent or is unable or refuses to act, by the Vice President; and it shall be the duty of the President, or, if he or she is absent or is unable or refuses to act, then of the Vice President, to call a special meeting upon the written request of two directors, specifying the purpose; and in the event neither the President nor Vice President shall call such a special meeting upon that request, then the special meeting may be called by those two directors. The call, in any instance, shall be delivered to the Secretary or person whose duty it is to give notice in accordance with Section 7, below. An emergency meeting of the Board of Directors may be called by the President, or by any two directors other than the President, if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board of Directors, and which of necessity make it impracticable to provide notice as required by Section 7, below.

Section 7. NOTICE OF BOARD OF DIRECTORS’ MEETINGS; OPEN MEETINGS; EXECUTIVE SESSIONS

All Board of Directors’ meetings shall be open to attendance by “Eligible Persons” (i.e., shareholders, non-shareholder customers who receive water service from the Company, and any elected city or county official who represents people who receive drinking water from the Company on a retail basis), except for executive sessions of the Board to discuss (a) litigation; (b) contracts to be formed with third parties; (c) shareholder discipline; provided that the shareholder that is the subject of any fine, penalty or other discipline has the right to attend the executive session; (d) personnel matters; or (e) a shareholder’s payment of assessments where the shareholder requests to meet in executive session. Any matters discussed in executive session of a Board meeting must be generally noted in the minutes of the meeting at which the executive session occurred. Any Eligible Person who desires to attend a Board of Directors’ meeting must provide at least twenty-four (24) hours’ prior notice of his or her intent to attend that meeting. Any Eligible Person who attends a Board meeting must be allowed to speak at the meeting, although the Board can establish a reasonable time limit for such comments.

Notice of the time and place of all Board meetings, except for emergency meetings held in accordance with Section 6, above, must be provided, as specified in this paragraph, to all Eligible Persons at least four (4) days before the meeting. Notice of the meeting must specify the time and place of the meeting and must include an agenda for the meeting, specifying the items to potentially be discussed and upon which action may be taken. Notice of the meeting shall be posted at the Company’s water storage tank and main storage area or such other location as the Board of Directors may designate. Any meeting notice may be provided by electronic mail to any Eligible Person if the Eligible Persons consents, and must be provided by mail to any Eligible Person who has requested mailed notice of the meetings; provided that the Company may recover from the recipient the reproduction and mailing costs for that requested notice and accompanying meeting materials.

Notices of meetings shall be delivered to directors personally or by electronic mail or other electronic means to each director or sent by first-class mail, charges prepaid, addressed to each director at that director's address as it is shown on the Company's records, or as may have been given to the Company by the director for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place where the meetings of the directors are regularly held. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. In case the notice is delivered personally, or by facsimile, electronic mail or telephone, it shall be delivered at least forty-eight (48) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone shall be communicated to the director.

Section 8. PLACE OF DIRECTORS' MEETINGS; TELEPHONIC AND REMOTE MEETINGS

Meetings of the Board, whether regular or special, shall be held at such place within the State of California as has been designated from time to time by action of the Board, or by written consent of all shareholders of the Board; and, in the absence of such designation, shall be held at such as the Board may determine from time to time, as specified in the notice of the meeting. Any meeting of the Board of Directors, regular or special, may be held by conference telephone, video conferencing or similar communications equipment, so long as notice of the teleconferenced or other remotely conducted meeting is provided (including identifying at least one physical location where Eligible Persons, as defined in Section 7, above, may attend) and all directors participating in the meeting, and any Eligible Person attending the meeting, can hear one another. All directors participating by teleconference or video conference shall be deemed to be present in person at the meeting. The Board may not conduct a meeting by a series of electronic transmissions, except in the event of an emergency meeting, as described in Section 6, above, where all directors consent in writing to the action.

Section 9. LIMITATIONS ON BOARD DISCUSSION AND ACTION

Other than for the exceptions listed in subdivision (i) of Corporations Code Section 14305, the Board of Directors may not discuss or take action on any item at a non-emergency Board meeting that is not placed on the agenda included in the notice for that meeting. Directors are also prohibited from taking action on any items outside of a Board meeting unless the item has been delegated by the Board to another person.

Section 10. VIOLATION OF OPEN MEETING REQUIREMENTS

If an Eligible Person alleges the Board of Directors has violated the open meeting requirements specified in this article, before filing a legal action regarding that alleged violation, the Eligible Person must make a demand on the Board of Directors to cure or correct the alleged violation. The demand must be in writing, and must be submitted to the Board of Directors within ninety (90) days from the date the alleged violation occurred. The demand must state the Board action being challenged and the nature of the alleged violation. Within thirty (30) days of receipt of the demand, the Board must cure or correct the challenged action and inform the Eligible Person in writing of its actions to cure or correct, or inform the Eligible Person in writing of the Board of Directors' decision not to cure or correct the challenged action.

Within fifteen (15) days of receipt of the written notice of the Board of Directors' decision to cure or correct or not to cure or correct, or within fifteen (15) days of the expiration of the 30-day period to cure or correct, whichever is earlier, the Eligible Person may commence legal action. If the Eligible

Person fails to commence the action within that fifteen (15) day period, the Eligible Person is then barred from later commencing the action.

Section 11. VACANCIES

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of the death, resignation (by giving notice to the President, Secretary or Board of Directors), or removal of any director, or by the vote of a majority of the shareholders present in person or by proxy at a duly called meeting or as otherwise provided in these Bylaws, or if the Board of Directors by resolution declares vacant the office of a director who has been declared of unsound mind by an order of court, or who has been convicted of a felony, or if the authorized number of directors is increased, or if the shareholders fail, at any meeting of shareholders at which any director or directors are elected, to elect the number of directors to be voted for at that meeting.

Except for a vacancy created by the removal of a director by the shareholders, 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. A vacancy created by the removal of a director by the vote or written consent of the shareholders may be filled only by the vote of a majority of the shares entitled to vote represented at a duly held meeting at which a quorum is present, or by the written consent of holders of a majority of the outstanding shares entitled to vote. Each director so elected or appointed shall hold office until the next annual meeting of the shareholders, at which time the shareholders shall elect a director to serve in that position.

The shareholders may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors, but any such election, if accomplished by written consent, shall require the consent of a majority of the outstanding shares entitled to vote.

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 12. QUORUM

A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business; and, unless otherwise required by law or these Bylaws, 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.

Section 13. COMPENSATION OF DIRECTORS

Unless another method of determining the compensation of directors is specified in these Bylaws, each director shall be paid such sums as may be fixed by the shareholders from time to time at any meeting, or if at any time or times there shall not be in effect any provisions for compensation as established by the shareholders, then such sums as may be fixed from time to time by vote of at least two-thirds of the Board. A director may be allowed fair remuneration to be fixed or approved by the Board for services other than attending meetings when no compensation therefor has been fixed. A director shall be allowed his or her reasonable expenses when engaged in the business of the Company to be audited, allowed and paid as other claims against the Company.

Section 14. FINANCIAL REPORTS

Annual reports as required by law, if any, will be given to or made available to shareholders and in any event the Board of Directors may cause to be sent to the shareholders annual or other periodic reports in such form as may be deemed appropriate by the Board. The Company shall also complete an annual financial review or audit in accordance with the provisions of Article V, Section 6, below.

Section 15. RULES AND REGULATIONS

The Board of Directors may adopt, repeal, modify, from time to time change, and enforce, all rules and regulations and policies not inconsistent with the laws of the State of California, or with the Articles of Incorporation, or with these Bylaws, as the Board deems essential or desirable for the management or conduct of the Company's business and affairs, or the exercise of the Board's powers. Said rules and regulations and policies may, in addition to any other things, provide for and regulate any of the matters in this Article referred to and authorized to be determined by the Board.

Section 16. LIMITATION OF LIABILITY; INDEMNIFICATION

(a) A director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Company and its shareholders and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(b) In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the Company whom the director believes to be reliable and competent in the matters presented.

(2) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence.

(3) A committee of the board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

(c) A person who performs the duties of a director in accordance with subdivisions (a) and (b) shall have no liability based upon any alleged failure to discharge the person's obligations as a director.

To the fullest extent allowed by law, the Company shall defend any director, officer, employee or agent of the Company (collectively, "Indemnified Agent") against, and indemnify any Indemnified Agent against, any demands, liabilities, claims, causes of action, lawsuits, judgments, costs or other expenses (including, but not limited to, attorneys' fees and costs of litigation) related to such Indemnified Agent's performance of services on the Company's behalf; provided, however, that this defense and

indemnification obligation shall not apply to any act arising from the intentional misconduct of the Indemnified Agent.

ARTICLE III OFFICERS

Section 1. OFFICERS

The officers of the Company shall be a President, a Vice President, a Secretary, and a Treasurer. The Company 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 provisions of Section 3 of this article. One person may hold two or more office, except those of President and Secretary.

Section 2. ELECTION

The officers of the Company, except such officers as may be appointed in accordance with the provisions of the Section 3 or Section 5 of this article shall be chosen annually by the Board of Directors at the organizational meeting, and each shall hold his or her office until he or she shall resign or otherwise be removed or disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. SUBORDINATE OFFICERS, ETC.

The Board of Directors may appoint such other officers as the Company's business requires, each of whom shall hold office for such a period, have such authority and perform such duties are provided in the Bylaws 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 a majority of the directors at the time in office, at any regular or special meeting of the Board, 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 Company. 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 Bylaws for regular appointments to such office.

Section 6. CHAIRMAN OF THE BOARD

The Chairman of the Board, if there is such an officer, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws.

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 is such an officer, the President shall be the chief executive officer of the Company and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business of the Company. The President shall preside at all meetings of the shareholders and in the absence of the Chairman of the Board or if there is none, at all meetings of the Board of Directors and 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 Company, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 8. VICE PRESIDENT

In the absence or disability of the President, the Vice President 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 President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the Bylaws.

Section 9. SECRETARY

The Secretary shall keep, or cause to be kept, a book of minutes at the Company's principal office or such other place as the Board of Directors may direct, 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 names 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 Company's principal office, in the manner specified in Article VI, Section 1, below, a share register, or duplicate share 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 Bylaws or by law to be given, and shall keep the seal of the Company in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

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 Company, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. 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 Company with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the Company's funds as directed by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all transactions as Treasurer and of the Company's

financial condition, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE IV EXECUTIVE AND OTHER COMMITTEES

The Board of Directors may appoint an executive committee and such other committees as may be necessary from time to time, consisting of such number of its shareholders and with such powers as it may designate, consistent with the Articles of Incorporation and Bylaws and the General Corporation Laws of the State of California. Such committees shall hold office at the pleasure of the Board.

ARTICLE V CORPORATE RECORDS AND REPORTS – INSPECTION

Section 1. RECORDS

The Company shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at the Company's principal place of business in the State of California, as fixed by the Board of Directors from time to time.

Section 2. INSPECTION OF BOOKS AND RECORDS

The Company's accounting books, records, and minutes of proceedings of the shareholders, and the Board and committees of the Board, shall be open to inspection upon the written demand on the Company of any shareholder or holder of a voting trust certificate at any reasonable time during usual business hours, as provided by the California Corporations Code, Section 1601. In addition, the agendas and minutes of Board of Director and shareholder meetings; accounting books and records (including annual budgets and any financial statements required under these Bylaws); the Company's annual report issued under Article II, Section 14, above; and any water quality tests the Company conducts shall be open to inspection upon the written demand of any Eligible Person (as defined in Article II, Section 7, above), at any reasonable time during the Company's usual business hours. Requests for such records described in the preceding sentence are limited to the three (3) calendar years preceding the date of the request for the records. Minutes of any Board of Director meeting must be made available within thirty (30) days after the meeting to which such minutes relate and the Company's budget shall be made available within thirty (30) days after the meeting at which the budget was adopted. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. A person requesting copies of any records from the Company under this section must pay for all copying and postage costs incurred in connection with the photocopying and delivery of the requested records.

Section 3. CERTIFICATION AND INSPECTION OF BY-LAWS.

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the shareholders of the Company, as provided in California Corporations Code Section 213.

Section 4. CHECKS, DRAFTS, ETC.

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

Section 5. CONTRACTS, ETC. – HOW EXECUTED

The Board of Directors, except as otherwise set forth in these Bylaws, 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 Company. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Company by any contract or engagement, or to pledge its credits, or to render it liable for any purpose or to any amount.

Section 6. FINANCIAL REVIEW; BUDGET

The Company shall engage a certified public accountant or public accountant to conduct an annual review in accordance with generally accepted accounting principles of the Company's financial statements and financial reports. The Board of Directors shall adopt an annual budget, in a duly called and noticed Board meeting, on or before the start of the Company's fiscal year to be covered by that budget. That budget shall include revenue to cover all operational costs, any necessary capital improvements, and the continued building of the Company's reserves, as required by law.

ARTICLE VI CERTIFICATED AND TRANSFER OF SHARES

Section 1. SHARE CERTIFICATES

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 shares represented thereby; its number; date of issuance; the number of shares for which it is issued.

Every certificate for shares must be signed by the President or Vice-President and the Secretary or an Assistant Secretary or must be authenticated by facsimiles of the signature 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. The certificates for share shall contain a statement on the face of said Certificate that such shares are appurtenant to the land described on the face of the certificate. The Company will maintain an electronic database of the shares issued, and a paper copy evidencing the issuance of such shares shall be provided to a shareholder upon request.

Section 2. TRANSFER ON THE BOOKS

Upon surrender to the Company's Secretary of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Company to issue a new certificate to the person entitled thereto, cancel the old certification and record the transaction upon its books; provided, however, that as these shares are appurtenant to the land described in the Certificate, said shares can be transferred only with that particular land, except after a sale or forfeiture for delinquent assessments as provided by law; and the Company shall not be required to transfer the shares of stock upon its books unless due proof is submitted of the transfer of said land.

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 Company a bond or other agreement of indemnity, in form

and/or with one or more sureties satisfactory to the Board, 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.

ARTICLE VII WATER SERVICE TO SHAREHOLDERS

Section 1. SHARES APPURTENANT TO CERTAIN LANDS

The shares of stock in this Company are appurtenant to the real property situated in the County of San Bernardino, State of California, described as follows:

Being a portion of the Southwest One Quarter (SW ¼) of Section Twenty-Four (24), Township Two (2) North, Range Four (4) West, San Bernardino Base and Meridian, and commonly known as Strawberry Lodge Park (the "Service Area").

The Company's records shall reflect the particular lot of land to which each share is appurtenant. The stock issued to any shareholder shall only be transferred upon the Company's books when the lot or cabin site to which the share is appurtenant is transferred..

Section 2. WATER SERVICE TO SHAREHOLDERS.

The water owned by the Company shall only be sold, distributed, supplied or delivered to the Company's shareholders, with domestic and irrigation use only upon land to which such shares are appurtenant. The ownership of each share of stock in this Company shall carry, as incident thereto, a right to have water delivered to such shareholder by the Company for the use on the shareholder's land to which such share is appurtenant. The amount of water to be delivered to such shareholder shall be that proportionate part of all the water available for distribution by the Company as the shares owned by that shareholder bears to the total number of shares then outstanding. Such water shall be delivered to said lands at all times that the Company may have water available in the proportion above set forth, provided always that shareholders shall be limited to the beneficial use of such water.

When a share of stock is issued, the share that has been made appurtenant to the lands shall only be transferred with said lands in accordance with Article VI, Section 2, above, and shall pass as an appurtenance thereto and shall operate to transfer all rights arising from or incident to the ownership of such share; provided, however, that when the lands to which any such shares are so made appurtenant are divided, said shares shall be divided with such lands ratably, and the Company's records shall be updated to describe the portion of such lands to which that share is to be appurtenant. Upon the division of any lands to which any shares have been so made appurtenant, the officers of this Company shall have the power to cancel said shares on the books of this Company and to issue proportionate new shares to the respective owners of the parcels into which such lands have been divided, and the owner of such shares irrevocably appoints the officers of this Company his or her attorneys in fact for such purpose.

Section 3. WATER RATES AND CHARGES

The Board of Directors shall, from time to time, fix the rates to be charged to the shareholders for the delivery of water in such amounts that will cover the necessary and expenses of operation; fix the dates for payment of same and the time when said payments shall become delinquent. Water to be

provided to shareholders shall be delivered by the Company at cost and the Company shall be considered to be a mutual water company and not a public utility. The Board of Directors shall establish the cost of the delivery of water to the shareholders in a fair and equal manner and will bill the shareholders monthly for their water use, which shall include the cost of operation, repair, replacement, improvement, enlargement, or extension of the works controlled by the Company or for the construction and control of new facilities to maintain service within the Company's Service Area. The monthly bill shall be mailed to each property on the last day of each month to cover the cost of water delivery to each shareholder for that month.

Persons establishing a new account shall be required to pay a deposit which shall be at least equal to the cost of two months cost of delivery of water. This deposit shall be held by the Company and is refundable upon termination of water service, less any outstanding balance on the account.

The Board of Directors may require that water be provided through metered service connections and adopt applicable rates and charges for such metered service. Such water rates may be fixed from time to time by the Board of Directors in accordance with the Articles of Incorporation. The Board of Directors may, if it so desires, charge all operating expenses to the shareholders actually using water, but all other amounts necessary to be raised shall be paid by all the shareholders in the proportion which the number of shares owned by each shareholder bears to the total number of shares of the Company outstanding.

Section 4. SPECIAL ASSESSMENTS

Special assessments, separate from the monthly assessments set forth in Section 3, above, may be made periodically for the operation, repair, renewal, replacement, improvement, enlargement, or extension of the works owned, controlled, or to be maintained by the Company, or for the construction and control of new facilities required to maintain service within the present Service Area. Failure to timely pay any special assessment may result in the termination of water service to the shareholder who has failed to pay such assessment, in accordance with procedures and policies established by the Board of Directors in accordance with applicable law and the Company's policy on water service termination. The Company shall comply with the procedures set forth in Corporations Code Section 423 in imposing such assessments.

Section 5. CANCELLATION OF WATER SERVICE

If any shareholder shall refuse or fail to pay his water charges or assessments when due, the officers of the Company shall disconnect the distributing system from that shareholder's land in accordance with established policy and applicable law and decline to furnish water thereon, and the Company shall not be bound to furnish water thereon to such shareholder or his or her successors, or to any lessee of said land, or to any person thereon, until the water charges and/or assessments in default and the expense of disconnection and reconnection are paid by or for such shareholder, or an acceptable payment arrangement has been established. When service has been discontinued for nonpayment a new deposit may be required in order to restore service. When service has been shut off and there is evidence of tampering with the pipes, valves, or locks and those items have been damaged, a substantial additional tampering-charge will be required to be paid before service will be restored, and the costs of any repairs or damages caused by the tampering will be paid.

Section 6. COLLECTION COSTS

In addition to the right to terminate water service as provided in Section 5, above, the Company shall have the right to maintain a legal action for collection of any amounts owed to the Company, including any costs of collection, including but not limited to reasonable attorneys' fees, court filing fees, and lien recording fees. Interest on all past due accounts shall accrue at the rate of ten percent (10%) per year, and a late charge, as established by the Board of Directors from time to time, shall apply to any such amounts that are not paid within thirty (30) days from the bill's due date.

Section 7. FORFEITURE AND RECOVERY OF SHARES

Any shares upon which water charges and assessments are delinquent shall be forfeited to the Company, and the holder of said shares shall surrender the shares to the Company. The Company cannot provide water service to any property that does not have a valid (i.e., non-forfeited) share appurtenant to such property. Thus, any forfeited share must be recovered (as set forth in the following paragraph) before water service can resume to the subject property. A civil action for collection may be undertaken against any holder of delinquent shares.

Shares which have been forfeited for failure to pay water charges or assessments may be recovered by the original owner, by the payment of the charges or assessments together with any applicable late charge and interest on such sums, from the time they became delinquent, provided the person or persons making application for recovery tender to the Company the amount required as aforesaid.

Section 8. GRANT OF RIGHT OF WAY

The shares of stock in this Company are appurtenant to the land described in the share certificate and the holder of said share or shares hereby gives and grants to this Company, its successors or assigns a perpetual right of way over, under and through said lands for the purpose of laying and maintaining pipes or pipelines to convey water to its shareholders.

Section 9. LIENS FOR ASSESSMENTS AND/OR WATER RATES

The Company shall have a lien on each and every one of its shares and on the shareholder's underlying real property to which his or her shares are appurtenant to secure the payment of all assessments levied thereon, and to secure the payment of all water rates and charges for water furnished to the shareholder and his or her property. In addition, any costs the Company incurs in collecting those assessments and water rates and charges, including attorneys' fees, may be included in any lien amount.

If an assessment or any water bill is not paid by the time it is due, the Company's lien will attach from that due date and the Company may then take action to perfect and enforce that lien. The Company may perfect its lien against a shareholder's underlying real property by recording a Notice of Lien with the San Bernardino County Recorder after providing at least twenty (20) days' prior written notice to the shareholder of the intent to record that Notice of Lien unless the amounts owing to the Company are not paid in full. The Company shall comply with the notice provisions of Corporations Code Section 423 with respect to any demands for payment of assessments on shares of stock, or any proposed sale of shares resulting from an unpaid assessment on such shares.

The Company shall not be required to furnish to any shareholders or to any person claiming under them, nor to the land to which said shares may be appurtenant, unless and until all said

assessments, water rates, and charges plus interest, costs, and disbursements, are paid at the time and in the manner provided by these Bylaws or by the rules of this Company, and said shares are free from any lien thereon in favor of this Company.

Section 10. APPORTIONMENT OF WATER

The Board of Directors of this Company shall have in their discretion the right and authority to apportion ratably the water delivered to shareholders, to increase or decrease the supply, and to control or limit the use thereof.

**ARTICLE VIII
CORPORATE SEAL**

The corporate seal shall be circular in form, and shall have inscribed thereon the name of the Company, the date of its Incorporation, and the word California.

**ARTICLE IX
AMENDMENTS TO BYLAWS**

Section 1. BY SHAREHOLDERS

New Bylaws may be adopted or these Bylaws may be repealed or amended by majority vote of the shareholders at a duly called meeting of shareholders.

Section 2. POWERS OF DIRECTORS

Subject to the right of the shareholders to adopt, amend or repeal Bylaws, as provided in Section 1 of this Article IX, the Board of Directors may adopt, amend or repeal any of these Bylaws other than a Bylaw or amendment thereof changing the authorized number of directors.

Section 3. RECORD OF AMENDMENTS

The Company shall maintain records of all amendments made to the Bylaws, and shall keep those records at the Company's principal office.

SECRETARY'S CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BYLAWS

I hereby certify that I am the duly elected and acting Secretary of Strawberry Lodge Mutual Water Company, a California corporation, and that the foregoing Amended and Restated Bylaws constitute the Amended and Restated Bylaws of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this ____ day of _____, 2025.

_____, Secretary

(Seal)