

A0657601

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

JAN 16 2007

**RESTATED ARTICLES OF INCORPORATION
OF
ALTA SIERRA MUTUAL WATER COMPANY
a California nonprofit mutual benefit corporation**

Glenn Cohen and William Preston certify that:

1. They are President and Secretary, respectively, of ALTA SIERRA MUTUAL WATER COMPANY, a California nonprofit mutual benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I

The name of this corporation is ALTA SIERRA MUTUAL WATER COMPANY.

II

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, other than credit union business, for which a corporation may be organized under such law. This corporation does not contemplate any distribution prohibited by Chapter 4 of Part 3 of Division 2 of Title 1 of the California Corporations Code. Additionally, this corporation elects to be governed by all provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 Thereof.

III

The principle office for the transaction of business of this corporation shall be located in the County of Kern, State of California. The current mailing address for this corporation is 10502 Sequoia Drive #11, Wofford Heights, CA. 93285.

IV

The specific purpose of this corporation is to effect the origination of a mutual water company in order to acquire, maintain, distribute and supply water for domestic purposes to all

the persons, firms, and corporations owning lots and/or holding contracts to purchase lots in the Company's historical service area and as further defined in the Company's bylaws. All lots in the service area acquired the rights to membership in the company under the original Articles of Incorporation filed in 1949 and the applicable amendments thereto in 1963.

V

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 purpose of this corporation as mentioned herein and further delineated in the company bylaws.

VI

The company will have one class of memberships/shares which may not be fractionalized and with each lot being entitled to one full membership/share in the company. All active memberships/shares in good standing will be entitled to equal votes in the company. The shares/memberships in the company are appurtenant to the lands serviced by the company and may not be transferred apart from the land. Therefore, any person that owns more than one lot in the company's service area will be entitled to vote each active and in good standing membership/share held by that person.

- 3. The foregoing amendment and restatement of Articles of Incorporation have been duly approved by the board of directors and by the required vote of the company members/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 to our own knowledge.

Dated: 12-29-06



Glenn Cohen
Glenn Cohen, President

William Preston
William Preston, Secretary