

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SAN ANTONIO WATER COMPANY

I

The name of this corporation is SAN ANTONIO WATER COMPANY.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

The specific purpose of the corporation is to develop, distribute, supply, and deliver water to its shareholders for irrigation, domestic, and all other useful purposes, in proportion to the number of shares of stock held by them respectively, at actual cost, and is not organized for the private gain of any person.

III

The corporation is authorized to issue shares of stock, which shall be of one class only, and the total number of shares which may be issued is 15,000.

IV

Authority is expressly conferred upon the corporation to levy assessments upon and against all of the shares issued by the corporation; and the Board of Directors shall have power, by majority vote of its members, to levy assessments upon all the issued shares of the corporation, at such time or times, and from time to time, and in such amounts, as shall to them appear necessary or expedient; (provided, the assessment levied at any particular time shall be for the same amount against each share then issued and outstanding); and each assessment shall be a lien upon the shares assessed, from the time of the adoption of the resolution levying such assessment until paid, and each shareholder shall be personally liable to the corporation for the amount of each assessment levied against the shares, standing upon the books of the corporation in the name of such shareholder at the time of the adoption of the resolution levying such assessment, which amount may be recovered from the shareholder, by suit or personal action.

In event of non-payment of any assessment, the corporation, may, at its option, either (a) sell and/or forfeit the shares against which the assessment was levied, in the manner now, or as may be hereafter provided by the law of the State of California; or (b) by majority vote of its Board of Directors, collect the assessment by personal action and suit against the shareholder personally liable therefore.

#### V

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

#### VI

The corporation is authorized to provide indemnification of agents (as defined **in** Section 317 of the California Corporations Code) for breach of duty to the corporation and shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Sections 317 of the California Corporations, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.

#### VII

The corporation elects to be governed by all of the provisions of the California General Corporations Law of 1977 not otherwise applicable to this corporation under Chapter 23 thereof.